



May 24, 2019

TO: Planning Commission

FROM: Scott F. Meyer
Planning Office

RE: Proffer Amendment and Rezoning #REZ2019-00028, Avanti at Innovation
Brentsville Magisterial District

I. Background is as follows:

- A. Request: To amend the proffers associated with REZ #PLN2005-00600, Sowder Proffer Amendment, to allow a data center development with electric substation (totaling ±88.20 acres), along with associated modifications and waivers, to include building height and floor area ratio (FAR) increases, and to rezone ±0.79 acres from A-1, Agricultural, to PBD, Planned Business District. This case is being concurrently processed with #REZ2019-00032, Hornbaker Road.

PRA / REZ Proposal: A-1 to PBD zoning (Data Center Campus)	Required / Allowed in PBD Zoning District; (O/F, O(H), and M-2 uses); EL Subdistrict of TeOD	Provided / Proposed with PBD Zoning District; (O/F, O(H), and M-2 uses) (as proffered)
REZ area	Minimum 15 acres	±88.20 acres
Zoning / Land Bay Designations	A-1 + PBD (O/F, O/M, M-2)	PBD zoning (3 land bays) Land Bay 3 = O/F, O(H), M-2 Land Bay 4 = O/F, O(H), M-2 Land Bay 5 = O/F, O(H), M-2
Open Space	30% minimum	20% provided, at full build-out
Floor Area Ratio (FAR)	0.50 FAR maximum (EL subdistrict)	Up to 1.0 FAR; (Up to 2,700,000 SF, for data center buildings)
Maximum Height	75 feet maximum (EL subdistrict)	Up to 90 feet
Average Daily Vehicle Trips	N/A	2,673 weekday daily, 345 AM peak hour, and 291 PM peak hour vehicle trips; (68% reduction, or 5,692 less trips – compared to previous office/industrial approval)

PRA / REZ Proposal: A-1 to PBD zoning	Required / Allowed in PBD Zoning District; (O/F, O(H), and M-2 uses); EL Subdistrict of TeOD	Provided / Proposed with PBD Zoning District; (O/F, O(H), and M-2 uses) <i>(as proffered)</i>
Landscaping & Buffers	50-foot (Type C) perimeter landscape buffer along all property lines, including Hornbaker Road	<p>In accordance with proposed landscape plan on MZP; (modified)</p> <p>50-foot buffer along Hornbaker Road;</p> <p>50-foot buffer along northern and southern property line;</p> <p>Modified buffer along northwestern corner (35 feet to 70 feet, variable);</p> <p>Waived buffer along western property line, against County-owned parcel</p>

- B. Site Location: The subject ±88.20-acre property is located ±1,100 feet southwest of the Industrial Road and Hornbaker Road intersection. The subject site is currently addressed as 9604 Hornbaker Road and 9518 Hornbaker Road, and is identified on County maps as GPINs 7595-76-7903 and 7595-77-7411, respectively. See attached maps in the following section.
- C. Comprehensive Plan: The site is designated REC, Regional Employment Center, and ER, Environmental Resources in the Comprehensive Plan, and is located within the Innovation Sector Plan special planning area.
- D. Zoning: The vast majority of the property (±87.39 acres) is currently zoned PBD, Planned Business District, and with a ±0.79-acre parcel being zoned A-1, Agricultural. The site is also located within the Technology Overlay District (TeOD), the Employment Center R&D / Light Manufacturing (EL) subdistrict of the TeOD, the Data Center Opportunity Overlay District, and the Airport Safety Overlay District.
- E. Surrounding Land Uses: The subject site is located on the western side of Hornbaker Road and along a corridor that is developing and planned to develop with a mixture of low to mid-rise office, commercial, technology campus-like, and regional amenities as part of Innovation. To the north of the site are heavy industrial/industrial transportation uses, industrial parks, and contractor storage type facilities. Multi-family residential as a garden-style apartment development is located to the south that abuts a retail shopping center. On the east side of Hornbaker Road and across the street is another data center facility (PowerLoft) and a motor vehicle repair garage. To the west and abutting Broad Run is vacant, undeveloped land that is

pending review for another data center facility in conjunction with this subject property (see Attachment A for maps).

- F. Background and Context: Of the entire project area of ±88.20 acres, an ±87.39-acre portion (Avanti Property) is currently regulated by Proffer Amendment #PLN2005-00600, Sowder Proffer Amendment, which was approved by the Board of County Supervisors in April 2008. This property is zoned PBD with land use designations of O/F, O(H) and M-2. The smaller, remnant parcel (±0.79 acres and identified as GPIN 7595-77-7411) is currently zoned A-1, and is not subject to proffers.

The property is also subject to the overall Declarations for innovation @ Prince William, originally dated January 21, 2000, and is subject to the Innovation Design Guidelines and Innovation Architectural Review Board (ARB) review.

II. Current Situation is as follows:

- A. Planning Office Recommendation: Staff recommends approval of Proffer Amendment and Rezoning #REZ2019-00028, Avanti at Innovation, subject to the proffers dated May 24, 2019, for the following reasons:
- The proffer amendment and rezoning proposal, as proffered, enables the delivery of a large-scale data center campus, which is a preferred use in this area of the Innovation Sector Plan and the EL subdistrict of the TeOD.
 - The proposal directly implements key elements of the Strategic Plan, while increasing the commercial tax base, at-place employment, and delivering targeted industry uses.
- B. Planning Commission Public Hearing: A public hearing before the Planning Commission has been advertised for June 5, 2019.

III. Issues in order of importance are as follows:

- A. Comprehensive Plan
1. Long-Range Land Use: Is the proposed use consistent with those uses intended by the REC and ER use designations?
 2. Level of Service (LOS): How does the proposal address the mitigation of impacts to existing levels of service?
- B. Strategic Plan
1. Robust Economy: How does the proposal help to foster a diverse local economy that creates a culture of innovation and achieves more quality jobs, economic opportunities, and an expanded commercial tax base?

- C. Community Input: Have members of the community raised any issues?
- D. Other Jurisdictional Comments: Have other jurisdictions raised any issues?
- E. Legal Uses of the Property: What uses are allowed on the property? How are legal issues resulting from the Planning Commission action addressed?
- F. Timing: When must the Planning Commission take action on this application?

IV. Alternatives beginning with the staff recommendation are as follows:

- A. Recommend approval of #REZ2019-00028, Avanti at Innovation, subject to the proffers dated May 24, 2019.

- 1. Comprehensive Plan Consistency Analysis:

- a. Long-Range Land Use: The subject site is designated REC, Regional Employment Center and ER, Environmental Resources, in the Comprehensive Plan, and is located within the Innovation Sector Plan special planning area. The site is also located within the Technology Overlay District (TeOD), the Employment Center R&D / Light Manufacturing (EL) subdistrict of the TeOD.

The PBD, Planned Business District, zoning district is consistent with the REC use designation, as per the Comprehensive Plan. As proffered, the zoning district use/categories to implement the TeOD in the EL subdistrict and the zoning categories that implement the REC long-range land use are consistent. Rather than the requested O(H) district, the O(F) district is preferred within the EL subdistrict, according to the Comprehensive Plan. However, the data center use within the Data Center Overlay District are implemented by-right through O(F) and M-2 zoning. To deliver the specified targeted industry/data center use and given the intended uses for this area, the requested O(H) zoning district can still be compatible.

- b. Level of Service (LOS): The LOS impacts would be mitigated through monetary contributions by the proffers, as follows:

Water Quality	\$75 per acre	88.20 acres	\$6,615.00
Fire & Rescue	\$0.61 per square foot (SF) of building area	Parcel for Rezoning (GPIN 7595-77-4711); 0.79 acres *43,560 *1.0 FAR * 0.61 = \$20,991.56 Parcel for Proffer Amendment: (GPIN 7595-76-7903); \$0.61 per SF over 1,522,683 SF (proposed area exceeding 0.4. FAR) for fire and rescue purposes.; \$1,393,255.20	\$20,991.56 (up to) \$1,393,255.20 (up to)
TOTAL			\$1,420,861.76

2. Strategic Plan:

- a. Robust Economy: If approved, the proposed rezoning of the property will allow for intended uses and greater flexibility for future uses. This added flexibility may be considered consistent with Strategic Plan objectives of promoting new employment opportunities and increasing the commercial tax base. Resulting commercial tax revenues will be consistent with the Strategic Plan goal to increase the commercial tax base to 35 percent.

3. Community Input: Notice of the application has been transmitted to adjacent property owners within 1,320 feet of the subject property, because the application includes a height increase. As of the date of this staff report, the Planning Office has not received any feedback from the community, and staff is not aware of any opposition.

4. Other Jurisdictional Comments: The project site is located ±0.75 miles to the northwest of the City of Manassas and Manassas Regional Airport. The City and airport have been notified of the proposal and were sent a courtesy copy of the submissions during the review process. The City of Manassas did not offer any specific comments or concerns. The Manassas Regional Airport provided advisory comments in regard to coordinating with the airport and Federal Aviation Administration (FAA) for the building height increase and if cranes are utilized during the construction phase. At this time, staff is not aware of any objection from adjacent jurisdictions.

5. Legal Uses of the Property: If the proffer amendment rezoning request is approved, the subject site could be developed for a data center with associated waivers and modifications, as proffered. Legal issues resulting from Planning Commission action are appropriately addressed by the County Attorney's Office.
6. Timing: The Planning Commission has until September 3, 2019, which is 90 days from the first public hearing date, to take action on the proffer amendment and rezoning proposal. A recommendation to approve the request would meet the 90-day requirement.

B. Recommend denial of #REZ2019-00028, Avanti at Innovation.

1. Comprehensive Plan Consistency Analysis:
 - a. Long-Range Land Use: The subject site is currently designated REC, Regional Employment Center and ER, Environmental Resources in the Comprehensive Plan, and is located within the Innovation Sector Plan special planning area. Also, the site is within the Technology Overlay District (TeOD) and the Employment Center R&D / Light Manufacturing (EL) subdistrict of the TeOD. If the subject rezoning request is denied, the site can be developed based on the REC use designation and TeOD standards, but with a different end use product.
 - b. Level of Service (LOS): Denial would not have any impact on the existing level of service.
2. Strategic Plan:
 - a. Robust Economy: If the proffer amendment and rezoning proposal is denied, the site could still be developed with a variety of uses, including office, research/development, or commercial. The current A-1 zoning on a portion of the site is inconsistent with the Strategic Plan objective of increasing the commercial tax base. But, with the REC land use designation and the TeOD standards, a regional-oriented use could still be developed, as currently proffered.
3. Community Input: Notice of the application has been transmitted to adjacent property owners within 500 feet of the subject property. As of the date of this staff report, the Planning Office has not received any feedback from the community and staff is not aware of any opposition.
4. Other Jurisdictional Comments: The project site is located ±0.75 miles to the northwest of the City of Manassas and Manassas Regional Airport. The City and airport have been notified of the proposal and were sent a courtesy copy of the submissions during the review process. The City of Manassas did not

offer any specific comments or concerns. The Manassas Regional Airport provided advisory comments in regard to coordinating with the airport and Federal Aviation Administration (FAA) for the building height increase and if cranes are utilized during the construction phase. At this time, staff is not aware of any objection from adjacent jurisdictions.

5. Legal Uses of the Property: If the rezoning request is denied, the site could not be developed, as proposed. However, the site could be developed as proffered by Proffer Amendment #PLN2005-00600, Sowder Proffer Amendment, and subject to the TeOD (EL) subdistrict standards. Legal issues resulting from Planning Commission action are appropriately addressed by the County Attorney's Office.
6. Timing: The Planning Commission has until September 3, 2019, which is 90 days from the first public hearing date, to take action on the proffer amendment and rezoning proposal. A recommendation to deny the request would meet the 90-day requirement.

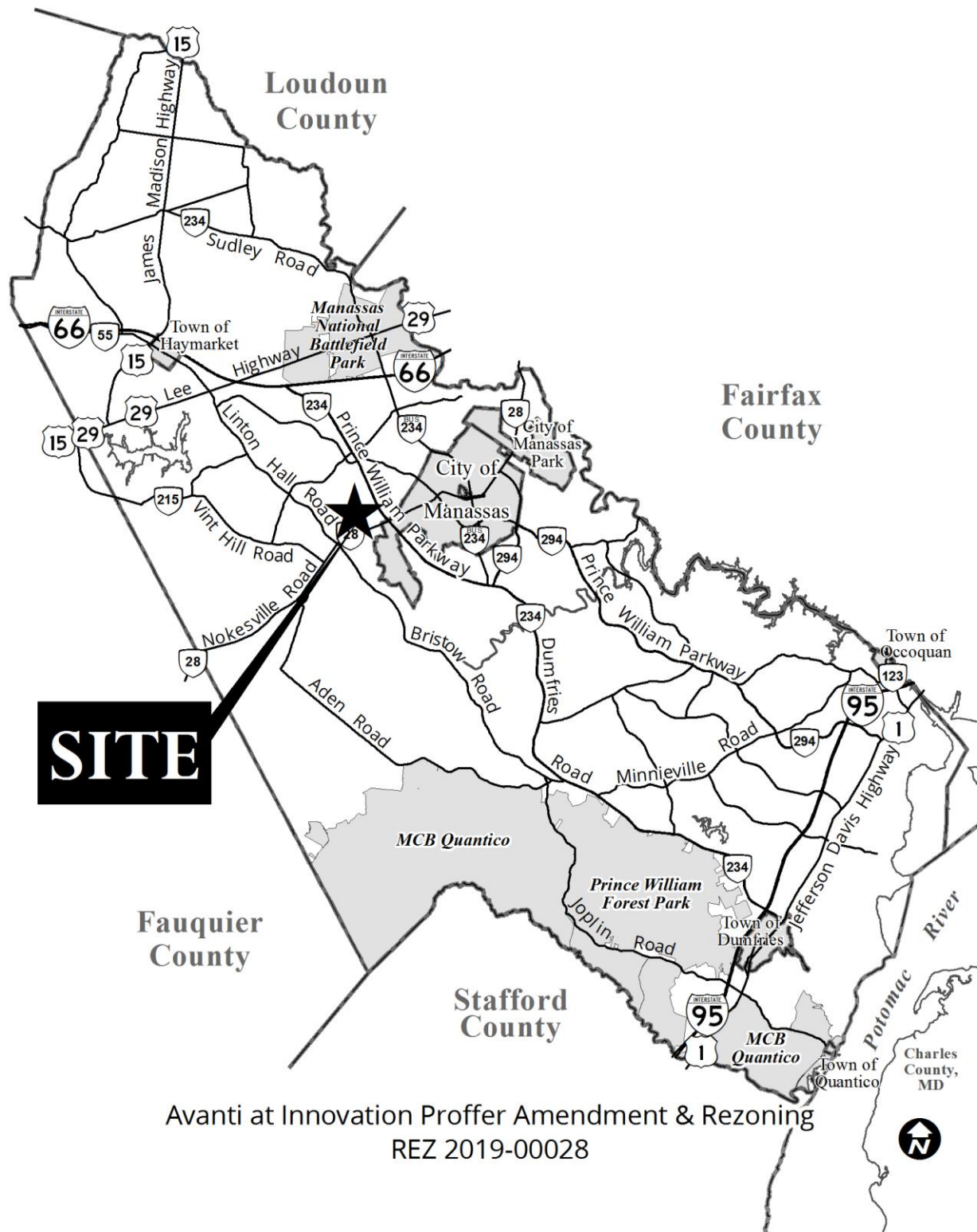
V. **Recommendation** is that the Planning Commission accept Alternative A and recommend approval of #REZ2019-00028, Avanti at Innovation, subject to the proffers dated May 24, 2019.

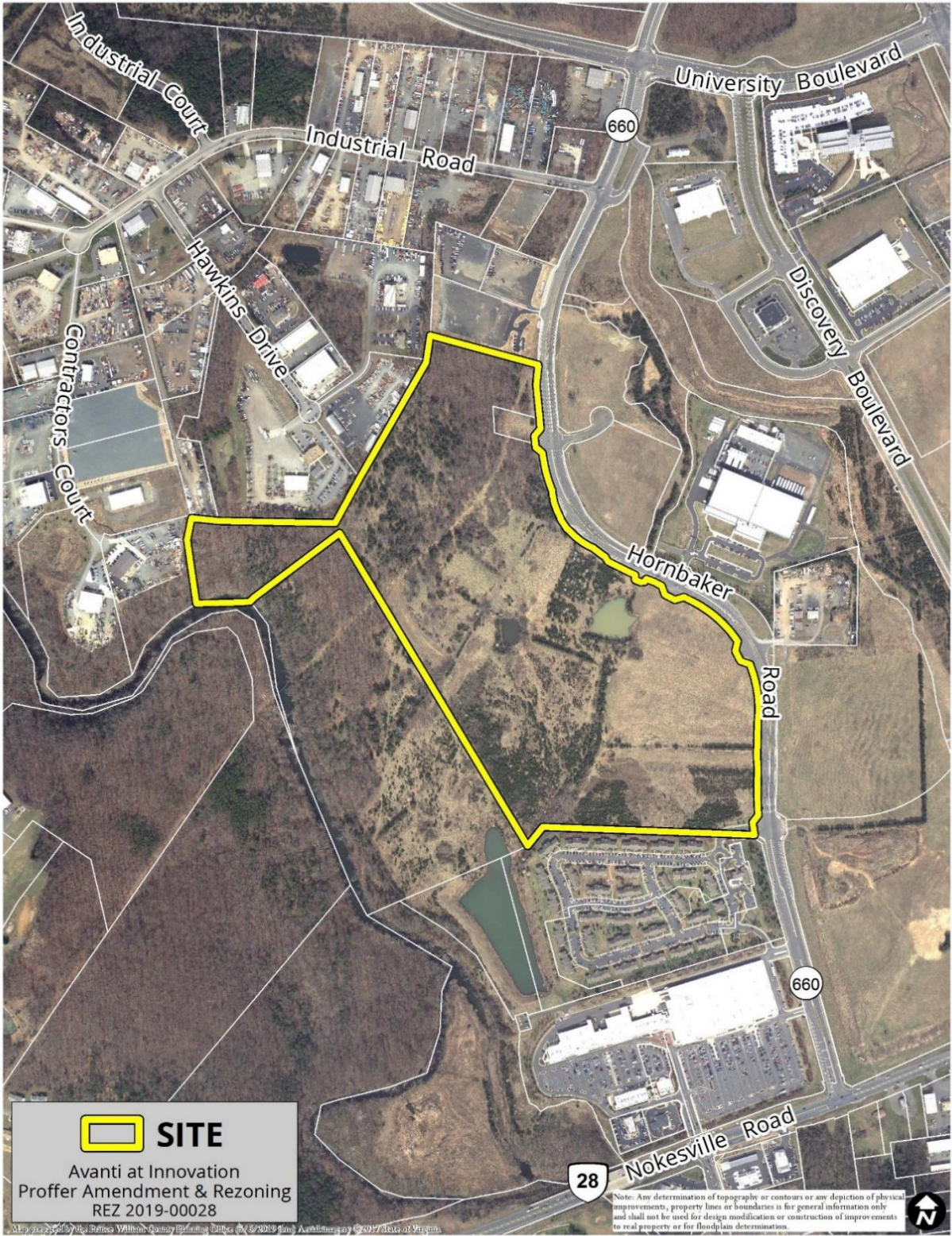
Staff: Scott F. Meyer, x 6876

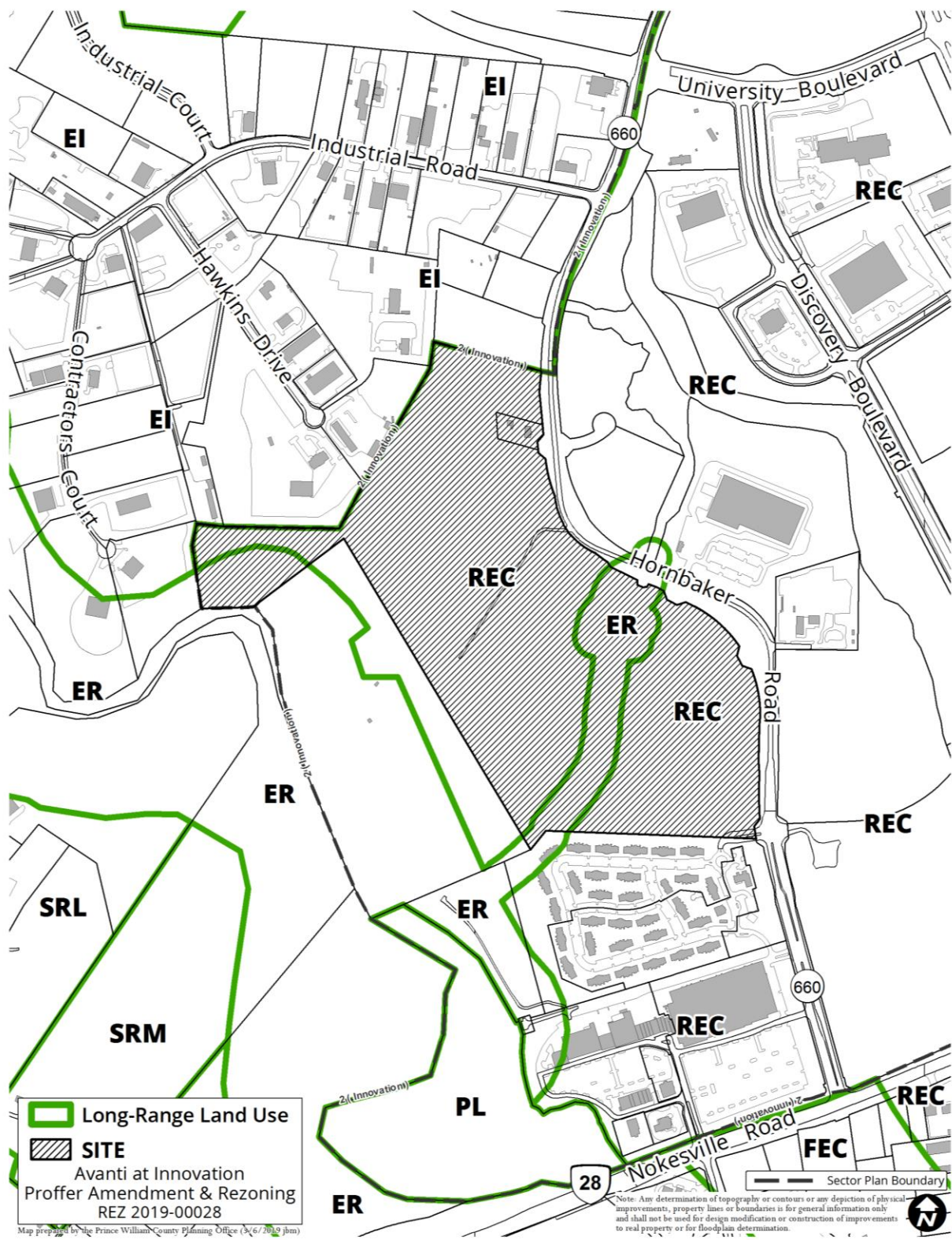
Attachments

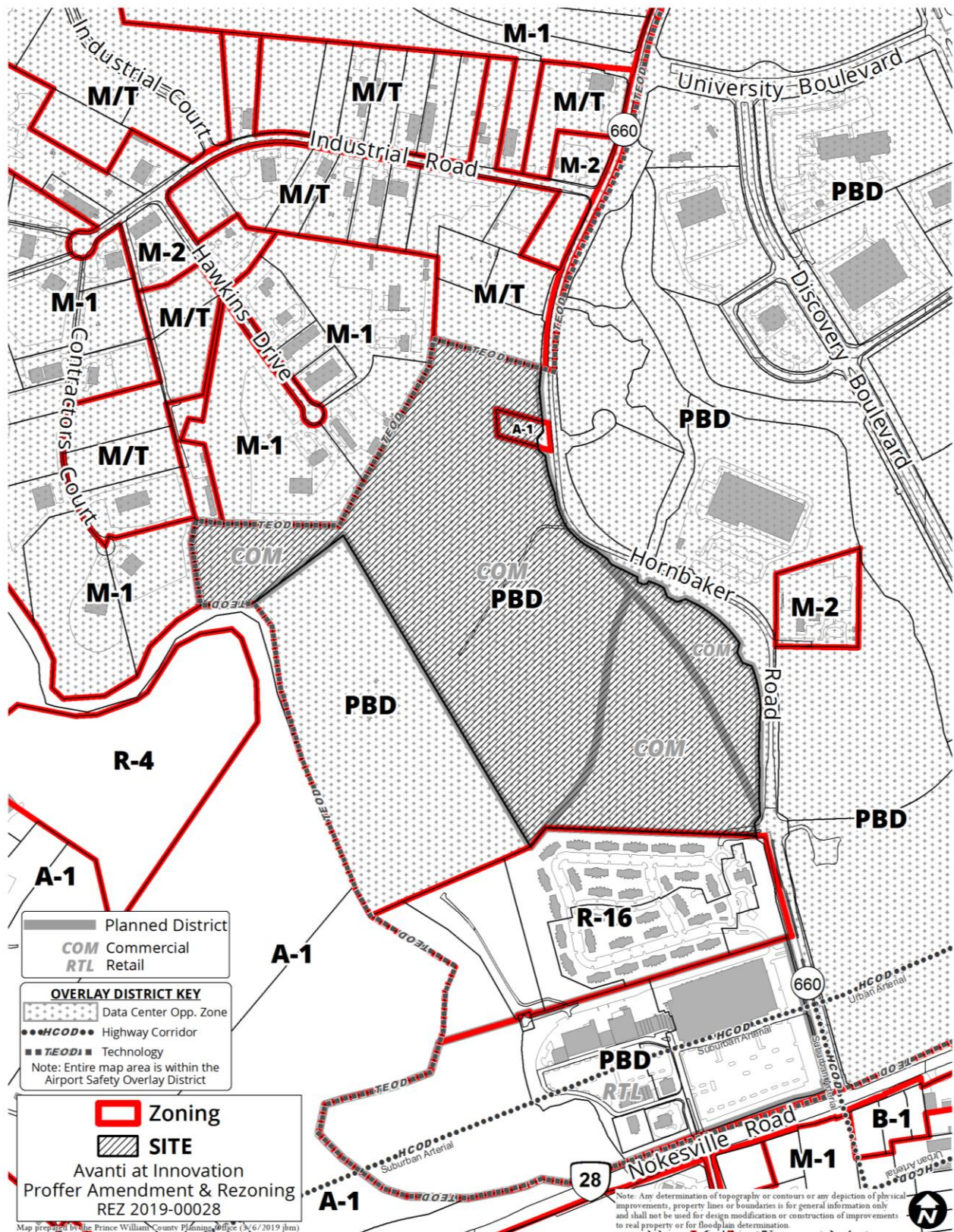
Area Maps
Staff Analysis
Proffers (mark-up of proposed vs. previous)
Proffers (clean, proposed)
Master Zoning Plan
Environmental Constraints Analysis
Historical Commission Resolution

Vicinity Map









Part I. Summary of Comprehensive Plan Consistency

Staff Recommendation: APPROVAL

This summary analysis is based on the relevant Comprehensive Plan action strategies, goals, and policies. A complete analysis is provided in Part II of this report.

Comprehensive Plan Sections	Plan Consistency
Long-Range Land Use	Yes
Community Design	Yes
Cultural Resources	Yes
Economic Development	Yes
Environment	Yes
Fire and Rescue	Yes
Parks, Open Space and Trails	Yes
Police	Yes
Potable Water	Yes
Sanitary Sewer	Yes
Transportation	Yes

Part II. Comprehensive Plan Consistency Analysis

The following table summarizes the area characteristics (see maps in Attachment A):

Direction	Land Use	Long-Range Land Use Map Designation	Zoning
North	Heavy industrial/industrial transportation uses, industrial parks, and contractor storage type facilities.	EI	M-1; M/T
South	Multi-family residential as a garden-style apartment development, which abuts a retail shopping center.	REC	R-16
East	Across Hornbaker Road; data center facility (PowerLoft) and motor vehicle repair garage	REC	PBD; M-2
West	Abutting Broad Run; vacant, undeveloped County-owned land pending review for data center facility.	REC; ER	PBD; A-1

Long-Range Land Use Plan Analysis

Through wise land use planning, the County ensures that landowners are provided a reasonable use of their land while the County is able to judiciously use its resources to provide the services for residents and employers' needs. The Long-Range Land Use Plan sets out policies and action strategies that further the County's goal of concentrating on population, jobs, and infrastructure within vibrant, walkable, mixed-use centers serviced by transit. In addition to delineating land uses on the Long-Range Land Use Map, the Plan includes smart growth principles that promote a countywide pattern of land use that encourages fiscally sound development and achieves a high-quality living environment; promotes distinct centers of commerce and centers of community; complements and respects our cultural and natural resources, and preserves historic landscapes and site-specific cultural resources; provides adequate recreational, park, open space and trail amenities that contribute to a high quality of life for county residents; and revitalizes, protects, and preserves existing neighborhoods.

The site is designated REC, Regional Employment Center, and ER, Environmental Resource, in the Comprehensive Plan and is located within the Development Area of the County. The following table summarizes the land use patterns/densities intended within the REC and ER designations:

Long-Range Land Use Map Designation	Intended Uses and Densities
Regional Employment Center (REC)	<p>The purpose of the Regional Employment Center classification is to provide for areas located close to and/or with good access from an interstate highway where intensive regional employment uses are to be located. REC projects* should be planned and developed in a comprehensive, coordinated manner. Primary uses in the REC are mid-rise and/or high-rise office (including government offices particularly those for Prince William County agencies), research and development facilities, lodging, and mixed-use projects. Residential uses shall represent no greater than 25 percent of the total REC gross floor area of the project. Drive-in/drive-through uses are discouraged. Shared/structured parking is encouraged. The acceptable housing type within any mixed-use REC project is multifamily, at a density of 16-30 dwelling units per gross acre, less the ER designated portion of a property. Development in REC projects shall occur according to an infrastructure implementation plan submitted at the time of rezoning. The intent of this plan is to ensure that critical infrastructure for office, employment and lodging uses is developed adequately for each phase of the project. Development shall also occur according to a phasing plan that must ensure that office, employment, and lodging uses are always the primary uses within the area rezoned. Office development in REC areas is encouraged to be in accordance with the Illustrative Guidelines for Office Development, provided as a supplement to the Community Design Plan chapter of the Comprehensive Plan and</p>

<p>Environmental Resource (ER)</p>	<p>available from the Planning Office. A minimum office building height of 4-6 stories is preferred.</p> <p>* In all instances, a “project” or “project area” is defined as the boundary of a rezoning or special use permit request.</p> <p>This classification is explained in detail within the Environment Plan. Therein are located goals, policies, action strategies, and other Plan components designed to protect the sensitive nature of the identified resources. Environmental Resources include all 100-year floodplains as determined by the Federal Emergency Management Agency (FEMA), Flood Hazard Use Maps or natural 100-year floodplains as defined in the DCSM, and Resource Protection Areas (RPAs) as defined by the Chesapeake Bay Preservation Act. In addition, areas shown in an environmental constraints analysis submitted with a rezoning or special use permit application with wetlands; 25 percent or greater slopes; areas with 15 percent or greater slopes in conjunction with soils that have severe limitations; soils with a predominance of marine clays; public water supply sources; and critically erodible shorelines and stream banks are considered part of the Environmental Resource Designation.</p>
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The site is located within the Innovation Sector Plan. Also, the site is also located within the Technology Overlay District (TeOD) and the Employment Center R&D / Light Manufacturing (EL) subdistrict of the TeOD.

<p>Innovation Sector Plan Designation (Employment Center Subdistrict)</p>	
<p>Employment Center R&D / Light Manufacturing (EL)</p>	<p>Preferred Land Use Character: Suburban feel, low-rise buildings, structured and surface parking, and suburban open space.</p> <p>Preferred Uses: Industrially-oriented R&D, flexible-use space (mix of office, R&D labs, assembly, and/or storage), light manufacturing, office-oriented R&D, office.</p> <p>Preferred Density Range: 0.30 FAR minimum to 0.50 FAR maximum (based on land bay areas shown in Figure 2 – Land Use Plan).</p> <p>Preferred Building Height Range: 30 – 75 feet.</p> <p>Land Use and Zoning Compatibility: PMD, PBD, M-2 and O(F).</p>

The Applicant/Owner (National Harbor Waterfront LC & TP Hornbaker LC) is requesting a proffer amendment and rezoning to develop a secured data center campus. Also, an adjacent/abutting County-owned property to the west is being concurrently processed as Proffer Amendment #REZ2019-00032, Hornbaker Road, which involves a pending Agreement of Sale and amending the Declaration for Property, to allow the development of a data center. Both properties are intended to be merged together to develop a larger, comprehensive data center, which will encompass a total of up to ±123.85 acres.

As an integral part of the data center facility, an electric substation is also being proposed, which will encompass approximately eight to ten acres. An approximate location for the substation is shown on the master zoning plan, and it is currently planned in the southern portion of the site within Land Bay 2. Such substation is intended to serve both this subject, and the adjacent Avanti site, which is under concurrent review. Through this proffer amendment request, such substation shall not be subject to a further public facility review, and is deemed to be feature in the plan.

The following information is provided regarding the substation:

- The substation may consist of approximately 300-475 MVA transmission voltage switching station containing structures of varying heights.
- The substation shall be enclosed by a chain link security fence up to twelve feet (12') in height.
- A peripheral landscaped buffer shall not be required around the perimeter of the substation; however, if the substation is located immediately adjacent to the trail easement and/or limits of construction a peripheral landscaped buffer shall be provided between the substation and trail or limits of construction.
- The substation may not encroach on the over 50-foot-wide buffers along the southern and western property boundaries adjacent to residential and agriculturally-zoned lands.

Proposal's Strengths

- Comprehensive Plan Land Use & Zoning Compatibility: The subject site is currently designated as REC, Regional Employment Center, which is directly implemented through the PBD zoning district.
- Data Center End Use: The Applicant/Owner (National Harbor Waterfront LC & TP Hornbaker LC) is requesting a proffer amendment and rezoning to allow a secured data center campus with electric substation (totaling ±88.20 acres), along with associated modifications and waivers, to include building height and floor area ratio (FAR) increases. Also, the Applicant is proposing a maximum building height of 90 feet and maximum allowable FAR of 1.0. At potentially up to an estimated 2,700,000 square feet (SF) in total floor area, this will be a significant development for this area. The site is also located in the Data Center Opportunity Overlay District. As such, data centers are highly preferred in this area of Innovation.

- Targeted Industry: Data centers are identified at targeted industry status by the Board of County Supervisors.

Proposal's Weaknesses

- Limited Substation Information: Through this proffer amendment request, such substation shall not be subject to a further public facility review, and is deemed to be feature in the plan; however limited information on the substation features is provided. An approximate location is shown on the MZP, but there is no information provided on the layout of the substation, or the heights of the substation structures and backbones.

On balance, this application is found to be consistent with the relevant components of the Long-Range Land Use Plan.

Community Design Plan Analysis

An attractive, well-designed County will attract quality development, instill civic pride, improve the visual character of the community and create a strong, positive image of Prince William County. The Community Design Plan sets out policies and action strategies that further the County's goals of providing quality development and a quality living environment for residents, businesses and visitors, and creating livable and attractive communities. The Plan includes recommendations relating to building design, site layout, circulation, signage, access to transit, landscaping and streetscaping, community open spaces, natural and cultural amenities, stormwater management, and the preservation of environmental features.

This proposal includes both a building height increase (from 75 feet to 90 feet) and a FAR increase (from 0.50 to 1.0). Although it may be necessary to deliver the intended data center product on this site, the proposed FAR exceeds the prescribed TeOD standards, and what is preferred within the EL subdistrict. However, the County's pending Data Center Zoning Text Amendment calls for increases to allowable FAR for such data centers up to 1.0.

Proposal's Strengths

- Innovation Architectural Review Board: Future development on the site requires review by the Innovation Architectural Review Board. While the proposed master zoning plan does not contain an overall site layout, architecture, or, signage, the final design will be required to comply with the Innovation Design Guidelines.
- Perimeter Landscaping / Screening: As proposed, the Applicant is providing the required 50-foot perimeter buffer, with the exception of modifications at the northwestern corner of the subject property. Due to the existing topographic and environmental constraints and proximity to heavy industrial zoned land, the variability in buffering at the northwestern concern is justifiable. All required frontage landscape buffering along Hornbaker Road, outside of the 50-foot-wide utility easement, has been provided.

Proposal's Weaknesses

- **Increase in FAR:** The requested increase in FAR from the maximum of 0.50 to up to 1.0 is inconsistent with what is preferred within the EL subdistrict (0.30 FAR minimum to 0.50 FAR). Although it may be necessary to deliver the intended data center product on this site, the proposed FAR exceeds the prescribed TeOD standards. Staff notes that there is a pending zoning text amendment #DPA2019-00002, Data Center Opportunity Zone Overlay District, which proposes amend the existing Data Center Opportunity Zone Overlay District map and adopt design standards for data center uses into the Zoning Ordinance. If the text amendment is approved, the maximum FAR allowed for data centers in the overlay will increase to 1.0.

On balance, this application is found to be consistent with the relevant components of the Community Design Plan.

Cultural Resources Plan Analysis

Prince William County promotes the identification, evaluation, and protection of cultural resource sites throughout the County, as well as the tourism opportunities these sites present. The Cultural Resources Plan recommends identifying, preserving, and protecting Prince William County's significant historical, archaeological, architectural, and other cultural resources – including those significant to the County's minority communities – for the benefit of all of the County's citizens and visitors. To facilitate the identification and protection of known significant properties that have cultural resource values worthy of preservation, the land use classification County Registered Historic Site (CRHS) is used in the Comprehensive Plan. The Plan includes areas of potentially significant known but ill-defined or suspected pre-historic sites, Civil War sites, historic viewsheds, landscapes or areas of potential impact to important historic sites, and encourages the identification, preservation, protection, and maintenance of all cemeteries and/or gravesites located within the County.

This property was previously surveyed at the Phase I level. Only one archaeology site, #44PW1201, was recommended for Phase II evaluation, and if warranted Phase III data recovery mitigation. The Applicant's archaeologist submitted a report titled "44PW1201 Phase II Archeological Evaluation (Smith and Cuthbertson 2019)". The Phase II investigation found very few artifacts and hypothesized the previous Phase I investigation collected most of the site's artifacts and that due to deep plowing and sod farming removed the remainder of the archaeology site, resulting in a low potential for finding additional information. The report recommended archaeology site #44PW1201 not eligible for listing on the National Register of Historic Places, with the County concurring.

The Applicant proposes no changes to the cultural resource proffers in the previous rezoning, #REZ PLN2005-00600.

Proposal's Strengths

- No Further Work: The Historical Commission reviewed this proposal at its April 9, 2019 meeting and determined that no further work was needed. See the attached resolution at the end of this report. The County Archaeologist concurs.

Proposal's Weaknesses

- None identified.

On balance, this application is found to be consistent with the relevant components of the Cultural Resources Plan.

Economic Development

An enhanced, diverse nonresidential tax base creates quality jobs, allowing people to live, work and recreate in Prince William County. The Economic Development Plan sets out policies and action strategies that further the County's goal of attracting and fostering the growth of environmentally sound industries to create quality jobs and diversify the nonresidential tax base, creating a climate where citizens can live and work in Prince William County. The Plan includes recommendations relating to business attraction, retention and expansion, the provision of adequate infrastructure, redevelopment of less competitive areas, telecommuting and other information-age opportunities, and recognition of tourism as an industry.

Proposal's Strengths

- Nonresidential Development: The application proposes nonresidential development that will increase the County's nonresidential tax base.
- Targeted Industry: The Office of Economic Development has been working with the Applicant on their proposal to bring their data center campus to Innovation. With Targeted Industry status, this will provide enhanced employment opportunities for this business and will help stimulate future growth of jobs in other small businesses.

Proposal's Weaknesses

- None identified.

On balance, this application is found to be consistent with the relevant components of the Economic Development Plan.

Environment Plan Analysis

Prince William County has a diverse natural environment, extending from sea level to mountain crest. Sound environmental protection strategies will allow the natural environment to co-exist with a vibrant, growing economy. The Environment Plan sets out policies and action strategies that further the County's goal of preserving, protecting and enhancing significant environmental resources and features. The Plan includes recommendations relating to the incorporation of environmentally sensitive development techniques, improvement of air quality, identification of problematic soil issues, preservation of native vegetation, enhancement of surface and groundwater quality, limitations on impervious surfaces, and the protection of significant viewsheds.

The site is a combination of woods, open fields, and early successional shrubland. There are jurisdictional wetlands, Resource Protection Area (RPA), and floodplains. There is Environmental Resource (ER) features, but not noted on any exhibits. The site also lies within the Technology Overlay District (TEOD) and the Innovation Sector Plan.

SUBWATERSHED: Broad Run subshed 274

TOTAL SITE AREA / ER AREA: unknown

TREE SAVE AREA: unknown

UNDISTURBED AREA: unknown

IMPERVIOUS/ PERVIOUS: unknown

AREA OF DISTURBANCE: unknown

RARE, THREATENED, AND ENDANGERED SPECIES: None

SOILS: unknown/not specified

The proffers for the Sowder Property (REZ #PLN2005-00600), which are the subject of this amendment, currently commit to a significant area of open space following the stream channel up from Broad Run to the existing pond near Hornbaker Road. With this subject proposal, this proffered open space area will be eliminated. Due to staff's recommendation, the Applicant has located the proposed trail along the southern property line outside of the required 50-foot landscape buffer in order to meet the requirement of the Type C buffer. Although this will need to be assessed more closely in site plan review with the final trail alignment, it appears that this can be generally supported by staff.

Proposal's Strengths

- Monetary Contribution for Water Quality: As proffered, a \$75 per acre monetary contribution for water quality monitoring, stream restoration, and/or drainage improvements shall be provided. Said contribution will be paid prior to and as a condition of approval of the final site plan.
- Open Space & Buffers Exhibit: The Applicant has provided such exhibit to depict open space, buffer, landscaping, and extent of disturbance.
- Tree Survey: As proffered, the Applicant has committed to provide tree survey to identify all trees 10-inch diameter at breast height (d.b.h.) within the boundaries of any parcel. The tree survey will be used to assist in the location and layout of site features such as buildings,

roadways and parking lots. Such tree protection plan shall be developed in coordination with the Department of Public Works and provided with the site plan submission identifying locations of trees to be saved and methods and procedures for protection during construction.

- Minimizing Impacts to Threatened, Rare & Endangered Species: As proffered, known locations of threatened, rare, and endangered species (plant and animal) will be identified relative to areas of disturbance at the time of site plan submission. The Applicant shall avoid clearing areas where said species exist, or will provide acceptable techniques to relocate and/or otherwise mitigate the impacts of disturbance.

Proposal's Weaknesses

- Extent of Site Disturbance: As proposed, the Applicant is proposing to clear the vast majority of the site. Without knowing the proposed details of how the site will be developed, the extent of proposed disturbance is difficult to justify.
- Reduction in Open Space: Previous areas there were proffered as open space, such as following the stream channel up from Broad Run and across the site to the existing pond near Hornbaker Road, are being removed with this proposed data center campus.

On balance, this application is found to be consistent with the relevant components of the Environment Plan.

Fire and Rescue Plan Analysis

Quality fire and rescue services provide a measure of security and safety that both residents and businesses have come to expect from the County. The Fire and Rescue Plan sets out policies and action strategies that further the County's goal of protecting lives, property, and the environment through timely, professional, humanitarian services essential to the health, safety, and well-being of the community. The Plan includes recommendations relating to siting criteria, appropriate levels of service, and land use compatibility for fire and rescue facilities. The Plan also includes recommendations to supplement response time and reduce risk of injury or death to County residents, establishment of educational programs, such as cardio-pulmonary resuscitation (CPR) training, automatic external defibrillators (AED), and encourage installation of additional fire protection systems – such as sprinklers, smoke detectors, and other architectural modifications.

Fire/Rescue Station 25 (Braemar) is the first due fire/rescue resource to the subject site. The facility is outside the required 4.0-minute travel time for Basic Life Support and Fire. However, the facility is within the required 8.0-minute travel time for Advanced Life Support. Fire/Rescue Station #25 responded to 3,557 incidents in FY 18, while the workload capacity for Station 25 is 2,200 incidents.

Fire lanes will be established at the time of site plan submission.

County Improvement Projects in the Area

Planning staff notes that there is a planned Fire and Rescue Capital Improvement Program (CIP) improvement in the area. Station #22 is a Fire & Rescue station that will be located at 11600 Balls Ford Road in the west end of the County and is planned to be approximately 21,000 square feet. According to the CIP for Public Safety, the station will house a pumper, rescue unit, collapse unit, and an Advanced Life Support (ALS) ambulance. Career staffing will be provided for a 24-hour pumper unit, 24-hour rescue unit, and a 24-hour medic unit. The building will include sleeping quarters, a kitchen and dayroom, physical fitness room, training room, storage for heavy tactical rescue equipment, and offices. The station will include three to four apparatus bays, an area for personal protective equipment, and an exterior training tower.

Construction is scheduled to begin in June 2019 (FY19) and will be completed in September 2020 (FY21). Occupancy is scheduled for November 2020 (FY21).

Proposal's Strengths

- Inside 8.0-Minute Travel Time: The site is located within the 8.0-minute travel time for advanced life support services.
- Emergency/Spill Contingency Plan: As proffered, in the even that the Applicant utilizes, produces, or handles any hazardous materials or petroleum products, an emergency/spill contingency plan shall be prepared in coordination with the Fire Marshal's Office prior to final site plan approval and approved prior to issuance for occupancy permit for the proposed use(s).
- Monetary Contribution for Level of Service Impacts
 - New Parcel for Rezoning: As proffered, if a building is constructed on that portion of the property consisting of GPIN 7595-77-4711, the Applicant shall contribute to the Board the sum of \$0.61 per square foot of gross building area for fire and rescue purposes. Said contribution shall be paid prior to and as a condition of the approval of each building permit on GPIN 7595-77-4711, excluding any structured parking facilities.
 - Other Parcel (Zoned PBD) Subject to Proffer Amendment: As proffered, for any building constructed on the property described as GPIN 7595-76-7903, the Applicant shall contribute to the Board the sum of \$0.61 per square foot of gross building floor area over 1,522,683 square feet (proposed area exceeding 0.4. FAR) for fire and rescue purposes. Said contribution shall be paid prior to and as a condition of the approval of each building permit on GPIN 7595-76-7903, excluding any structured parking facilities.

Proposal's Weaknesses

- Outside 4.0-Minute Travel Time: The site is located outside the recommended 4.0-minute travel time for fire suppression and basic life support.

- **Station Workload:** FY 2018 data shows the number of incidents in the Fire/Rescue Station #25 responded to 3,557 incidents in FY 18, while the workload capacity for Station 25 is 2,200 incidents. As such, based on these figures, it is operating over capacity. Staff notes that a new fire and rescue station (Station #22, West End) is planned in the Balls Ford Road corridor. The station's first due area will experience response time improvements. Systemwide response time improvements are also projected to improve, which will help ease the burden on existing stations.

On balance, this application is found to be consistent with the relevant components of the Fire and Rescue Plan.

Parks, Open Space and Trails Plan Analysis

The quality of life for residents of Prince William County is linked closely to the development and management of a well-maintained system of parks, trails, and open space. Prince William County contains a diversity of park, open space, and trail resources. These parklands, open spaces, and recreational facilities play a key role in shaping both the landscape and the quality of life of Prince William County residents through the conservation of natural and cultural resources, protection of environmental quality, and provision of recreational facilities. The Parks, Open Space and Trails Plan sets out policies and action strategies that further the County's goal of providing park lands and recreational facilities of a quantity, variety, and quality appropriate to meet the needs of the current and future residents of Prince William County. The Plan includes recommendations to preserve existing protected open space, maintain high quality open space, expand the amount of protected open space within the County, and to plan and implement a comprehensive countywide network of trails.

Parks and Recreation facilities near the project area

Park Type	Park Name
Neighborhood	Braemar Park
Community	Valley View Park, Rollins Ford Park
Regional	Prince William Golf Course
Linear/Resource	Broad Run Linear Park, Bristoe Station Battlefield, Brentsville Historic Recreation Area, Doves Landing Park
Trails	Broad Run Greenway

This property is located within a portion of the proposed alignment of the Broad Run Greenway trail system. The Broad Run Greenway is designed to connect communities along the Broad Run area via a pedestrian and bicycle trail that parallels the stream on one or both sides. The first phase of development of the trail system is to create a continuous path between Nokesville Road (Rt. 28) and Rollins Ford Park, which lies immediately south of Lake Manassas. The second phase of the Broad Run Greenway is planned to extend along the stream south of Nokesville Road (Rt. 28) and provide further connections to historic and natural resources in the County including Bristow Battlefield, Brentsville Historic Courthouse, and Doves Landing Park. The completion of the Broad Run Greenway and its connectivity to nodes of economic activity such as Innovation is critical to the

future economic health of the county and livability for residents and is a primary long-range planning goal for the Department of Parks, Recreation and Tourism.

The greenway is part of the County's long-range planning for outdoor recreation and pedestrian and bicycle connectivity for economic development, and is represented in the Comprehensive Plan. Additionally, the Broad Run Greenway is recognized by the State of Virginia as a trail corridor of statewide significance, as delineated in the State's Virginia Outdoors Plan.

Proposal's Strengths

- **General Trail Provision:** The Applicant is showing a proposed pedestrian trail along the southern perimeter of the subject property. This is accommodating the alignment for a portion of the Broad Run Greenway. As proffered by the Applicant, the following components and provisions are being provided for a pedestrian trail, wayfinding signs, trail easement, and necessary coordination during site plan review/design phase.

Proposal's Weaknesses

- **Trail Alignment & User Experience:** Although the trail feature location, needed easements, and signage is being partially provided by the Applicant, staff has remaining concerns about the ultimate alignment and experience quality in this section of trail. All related parties will need to work together during the site development process.

On balance, this application is found to be consistent with the relevant components of the Parks, Open Space and Trails Plan.

Police Plan Analysis

Residents and businesses expect a high level of police service for their community. This service increases the sense of safety and protects community investments. The Police Plan is designed to promote Prince William County's public safety strategic goal to continue to be a safe community, reduce criminal activity, and prevent personal injury and loss of life and property, as well as to ensure effective and timely responses throughout the County. This Plan encourages funding and locating future police facilities to maximize public accessibility and police visibility as well as to permit effective, timely response to citizen needs and concerns. The Plan recommends educational initiatives, such as Neighborhood and Business Watch, and Crime Prevention through Environmental Design (CPTED), which encourages new development to be designed in a way that enhances crime prevention. The Plan also encourages effective and reliable public safety communications linking emergency responders in the field with the Public Safety Communications Center.

At this time, the Police Department does not believe this application will create a significant impact on calls for service. The Applicant should coordinate with the Police Department as the site develops, and apply the various Crime Prevention Through Environmental Design (CPTED) strategies during site development, which can be found at:

<http://www.pwcgov.org/government/dept/police/Pages/CPTED.aspx>.

Proposal's Strengths

- No Significant Impact: The Police Department has reviewed the proposal and does not believe it will result in a significant impact on calls for Police service.
- Secured Campus: As proposed by the Applicant, the facility will be designed as a secure technology focused/data center campus, with limited access, security measures, specific lighting, and perimeter fencing.

Proposal's Weaknesses

- None identified.

On balance, this application is found to be consistent with the relevant components of the Police Plan.

Potable Water Plan Analysis

A safe, dependable drinking water source is a reasonable expectation of County residents and businesses. The Potable Water Plan sets out policies and action strategies that further the County's goal of providing an economically and environmentally sound drinking water system. The Plan includes recommendations relating to system expansion, required connections to public water in the Development Area, and the use of private wells or public water in the Rural Area.

The subject property is within the Development Area of the County and is thereby required to utilize public water to develop. Public water is available from an existing 12-inch water main located along Hornbaker Road. The developer will be required to provide an onsite looped water main configuration for increased reliability and water quality.

Depending on the final configuration of the on-site water mains, additional water main extensions may be required by the Service Authority to provide adequate fire protection or satisfy water quality requirements. The Applicant shall plan, design, and construct all onsite and offsite water utility improvements necessary to develop/utilize the subject property and satisfy requirements in accordance with all applicable Service Authority, County, and State requirements, standards, and regulations.

Proposal's Strengths

- Water Connection: The Applicant is required to comply with Zoning Ordinance Section 32-250.74, which mandates connection of the site to public water service. As proffered, the site shall be connected to public water, with the Applicant bearing all costs associated with providing onsite and offsite facilities to meet the demand generated by its uses.

Proposal's Weaknesses

- None identified.

On balance, this application is found to be consistent with the relevant components of the Potable Water Plan.

Sanitary Sewer Plan Analysis

Appropriate wastewater and sanitary facilities provide needed public health and environmental protections. The Sanitary Sewer Plan sets out policies and action strategies that further the County's goal of providing an economically and environmentally sound sanitary and stormwater sewer system. The Plan includes recommendations relating to system expansion, required connections to public sewer in the development area, and the use of either private or public sewer systems in locations classified as Semi-Rural Residential (SRR), as well as the Rural Area.

The subject property is within the Development Area of the County and is thereby required to utilize public sewer to develop. Public sewer is available from an existing 8-inch gravity main located at the southern property boundary. A sewer study will be required to determine if there is adequate capacity in the existing collection system and downstream sewage pumping station to accommodate the projected wastewater flows.

The Applicant shall plan, design, and construct all onsite and offsite sanitary sewer utility improvements to develop/utilize the subject property and satisfy requirements in accordance with all applicable Service Authority, County, and State requirements, standards, and regulations.

Proposal's Strengths

- **Sewer Connection**: The Applicant is required to comply with Zoning Ordinance Section 32-250.75, which mandates connection of the site to public sewer service. As proffered, the Applicant shall connect to public sewer and is responsible for those onsite and offsite improvements.

Proposal's Weaknesses

- None identified.

On balance, this application is found to be consistent with the relevant components of the Sanitary Sewer Plan.

Transportation Plan Analysis

By providing a multi-modal approach to traffic circulation Prince William County promotes the safe and efficient movement of goods and people throughout the County and surrounding jurisdictions. The Transportation Plan sets out policies and action strategies that further the County's goal of creating and sustaining an environmentally friendly, multi-modal transportation system that meets the demands for intra- and inter-county trips, is integrated with existing and planned development, and provides a network of safe, efficient, and accessible modes of travel. The Plan includes

recommendations addressing safety, minimizing conflicts with environmental and cultural resources, maximizing cost effectiveness, increasing accessibility of all travel modes, minimizing projected trip demand, and providing sufficient network capacity. Projects should include strategies that result in a level of service (LOS) of "D" or better on all roadway corridors and intersections, reduce traffic demand through transportation demand management strategies, dedicate planned rights-of-way, provide and/or fund transit infrastructure, pedestrian and bicycle pathways, and improved and coordinated access to transit facilities.

The Applicant/Owner (National Harbor Waterfront LC & TP Hornbaker LC) is seeking to amend the proffers associated with REZ PLN2005-00600, Sowder Proffer Amendment, to allow a data center development with an electric substation. No transportation related waivers are being proposed. Due to the substantial reduction in potential vehicle trips from industrial and office uses (previously approved) to a data center use (currently proposed), a Traffic Impact Analysis (TIA) was not required with this application.

This proffer amendment and rezoning application proposes up to 2.7 million square feet of data center development, generating 2,673 weekday daily, 345 AM peak hour, and 291 PM peak hour vehicle trips. It is important to note that this represents a significant reduction in trips when compared to the approved 1.2 million square feet of office/industrial uses for this site, which would generate 8,365 weekday daily, 758 AM peak hour, and 752 PM peak hour vehicle trips. The entrances serving the site along Hornbaker Road, which include the required turn lanes, are already constructed for the approved office and industrial land uses. The Department of Transportation is not recommending any transportation related improvements with this application.

Proposal's Strengths

- Reduction in Vehicle Trips Based on Use: As a proposed data center facility, the overall traffic generated is a significant reduction from the industrial/office uses that were previously approved for the subject property. The approved office/industrial uses would generate 8,365 weekday daily vehicle trips, while the proposed data center development would generate 2,673 weekday daily vehicle trips – (68% reduction, or 5,692 less trips).
- Existing Access Improvements: The entrances serving the site along Hornbaker Road, which include the required turn lanes, are already constructed based on the previously-approved office and industrial land uses. Due to the reduced traffic associated with the data center facility, no other transportation-related improvements are being requested at this time.

Proposal's Weaknesses

- None identified.

On balance, this application is found to be consistent with the relevant components of the Transportation Plan.

Strategic Plan

This section of the report is intended to address the project's alignment with the outcomes provided within the County's Strategic Plan. The Strategic Plan posits that individuals, families and businesses prefer communities with a robust economy; easy access to jobs, services and activities; that support even the most vulnerable in the community; are safe and secure; and provide a quality education that assures lifelong learning and steady employment. From this analysis, the Strategic Plan Team developed five strategic goal areas to guide Board actions: "Robust Economy", "Mobility", "Wellbeing", "Safe and Secure Community", and "Quality Education and Workforce Development". It is important to note that no single area is viewed as more critical than another. Rather, each are interrelated and have direct impact on each other. Collectively, these goal areas impact the quality of life in all facets of the community issues raised during the review of the proposal, which are not directly related to the policies, goals, or action strategies of the Comprehensive Plan, but which are materially relevant to the County's responsibilities in considering land use issues. The aspects of the proposal relative to the Strategic Plan are as follows:

Increase commercial tax base

- Increase commercial tax base as a percentage of overall tax revenue to 35%.

Increase at-place employment

- Increase growth in at-place employment by more than 3,300 jobs per year.

Materially Relevant Issues

This section of the report is intended to identify issues raised during the review of the proposal, which are not directly related to the policies, goals, or action strategies of the Comprehensive Plan, but which are materially relevant to the County's responsibilities in considering land use issues. The materially relevant issues in this case are as follows:

- None identified.

Modifications / Waivers

The following waivers and/or modifications to the requirements of the Zoning Ordinance and the DCSM are being requested and are incorporated into this proffer amendment and rezoning request:

WAIVERS AND MODIFICATIONS

Waivers and modifications – Pursuant to Section 32-404.05 and Section 32-506.09.1 of the Zoning Ordinance approval of the subject proffer amendment shall constitute a waiver/modification of the following:

- a. Waiver of the seventy-five feet (75') maximum height and 0.50 maximum FAR in the EL Subdistrict pursuant to Sections 32-506.03.2(g), 32-506.05.1(b) and (c).
 - Staff Response: Staff can be generally supportive of this requested waiver, as additional height and FAR parameters are often needed and anticipated for data center developments. The requested height of 90 feet and of FAR of 1.0 are reasonable, given the nature of the request. However, it must be noted that the overall scale and massing of the data center buildings will be quite large.
- b. Waiver of the maximum lot coverage pursuant to Section 32-506-05.1(a).
 - Staff Response: Staff can be generally supportive of this requested waiver, to increase the maximum lot coverage from 70% to 80%. The requested increase is reasonable, given the nature of the request.
- c. Waiver of the “internal relationships” (requirements for parking, landscaping, driveways and sidewalks/trails) pursuant to Section 32.506.07.1(a); (b); 2(a-c); and
 - Staff Response: Staff can be generally supportive of this requested waiver, in regard to internal relationships of site components. As a campus-style data center development, it is important to achieve a cohesive and functional layout.
- d. Modification of the perimeter buffers and associated plantings pursuant to Section 32-250.31 of the Zoning Ordinance and Sections 802.10, 802.11 and 802.12 of the Design and Construction Standards Manual to allow the buffers shown on the Buffers Plan.
 - Staff Response: As proposed, the Applicant has provided the necessary 50-foot landscape perimeter buffering along the frontage and other sides of the property, with exception of the modification that is being proposed at the northwestern corner of the site. However, given the topographic and environmental features, and proximity to adjacent heavy industrial-zoned land, staff feels that the modified buffering at the northwestern corner area could be justified.

Proffer Analysis

It is important to note that with this requested proffer amendment, the Applicant proposes to remove all proffers not pertaining to Land Bays 3, 4, and 5. As such, the scope of the proffers are only applicable to Land Bays 3, 4, 5 for the proposed data center facility on the subject property .

Agency Comments

The following agencies have reviewed the proposal and their comments have been summarized in relevant comprehensive plan chapters of this report. Individual comments are in the case file in the Planning Office:

- City of Manassas
- Manassas Regional Airport
- PWC Archaeologist
- PWC Department of Information Technology
- PWC Economic Development
- PWC Fire Marshal Office
- PWC Historical Commission
- PWC Planning Office / Proffer & Zoning Administration
- PWC Police / Crime Prevention
- PWC Public Works – Watershed / Environmental / Arborist
- PWC Service Authority
- PWC Transportation
- Virginia Department of Transportation (VDOT)

Proffers (mark-up of proposed vs. previous)

~~SOWDER~~ AVANTI AT INNOVATION PROFFER STATEMENT

~~PRA #PIN2005-00600~~

REZ2019-00028

~~Amendment to REZ2000-0001~~

Property: ~~±146 Acres, Prince William County, Virginia~~ ±88.2025 acres

GPINs 7595-76-7903 and 7595-77-7411 (hereinafter, the “Property”)

Applicant/Owner: TPC Hornbaker LC and National Harbor Waterfront, L.C.

~~GPIN References: 7595-83-9674, 7595-83-2458, 7595-73-4226 (part), 7595-73-7881, and 7595-76-8519~~

Brentsville Magisterial District

Date: ~~March 17~~ May 24, ~~2008~~ 2019

The undersigned ~~Applicant and/or Assigns (the “Applicant”)~~ hereby proffers that the use and development of the subject Property/~~Properties (“Property” or “Properties”)~~ shall be in strict ~~accordance~~ conformance with the following ~~proffers or development~~ conditions ~~and shall supersede any and all other proffers made prior hereto on all or any part of the subject Property by Applicant or others. In the event the referenced rezoning is not granted as applied for by Applicant, then,~~ which shall supersede all other proffers made prior hereto (including the proffers approved with PRA2005-00600, Sowder Proffer Amendment). In the event the above-referenced proffer amendment is not granted as applied for by the Applicant, these ~~proffered conditions~~ proffers shall be ~~deemed~~ withdrawn and are null and void and the proffers approved with PRA2005-00600 will remain in full force and effect.

The headings of the proffers set forth below have been prepared for convenience ~~of or~~ reference only and shall not control or affect the meaning ~~nor shall the headings or~~ be taken as an interpretation of any provision of the proffers. ~~All~~ Any improvements, ~~to include monetary obligations,~~ proffered herein below shall be provided by the Applicant at the time of final site plan approval by Prince William County for development of that the portion of the site adjacent to or on which the improvement is located or which is subject to the monetary obligation, or at the time development causes the need for mitigation, unless otherwise specified herein. served by the improvement, unless otherwise specified. The terms “Applicant” and “Developer” shall include all future owners and successors in interest.

References to plans and exhibits shall include the following:

The Master Zoning Plan entitled “Avanti at Innovation – Master Zoning Plan”, prepared by Dewberry Engineers Inc., dated May 23, 2019, including the following:

1. Land Use Sheet (hereinafter, the “MZIP”)
2. Open Space and Buffers Sheet (hereinafter, the “Buffers Plan”)

Proffers (mark-up of proposed vs. previous)

~~References to “Innovation”, “Innovation Properties”, “Innovation Owner/Applicant” or “Innovation Owners” in the proffers shall refer to all Innovation owners and their properties formerly rezoned as Broadview Centre totaling ±888.36 acres of land (“Innovation”), including the land currently owned by the Board of County Supervisors of Prince William County, but these proffers shall not apply to such land. References to “County Property” or “Prince William County Property” shall refer to land now owned by Prince William County formerly rezoned as Broadview Centre.~~

~~It is the intent of these proffers that the owner(s)/applicant(s) of Innovation be able to develop their individual properties without dependence on any of the other owner(s)/applicant(s) within Innovation. In the event one owner/applicant does not perform proffers as set forth herein, it shall in no way affect the other owner(s)/applicant(s) ability to develop their properties pursuant to the subject zoning. If at a future date, one owner desires to amend the proffers, apply for a special use or redevelop the Property, that affect all or a portion of his/her property, he/she shall be able to do so without the consent of the other owners of property in Innovation. If the owner desires to redevelop all or a portion of his/her property, he/she shall be able to in accordance with any vested rights acquired by virtue of the January 17, 2000 zoning approval. The signature of the Applicant on this Proffer Statement shall not affect or impair any vested rights the Applicant may have accrued with respect to this Property since January 17, 2000.~~

~~The subject Property will be developed in general conformance with the Master Zoning Plan (“MZP”) prepared by Dewberry & Davis, dated September 19, 1999 and revised through August 29, 2007. The exact boundary and acreage of each land bay may be shifted to a reasonable degree at the time of site plan submission for each land bay in order to accommodate engineering or reasonable design considerations.~~

~~I. PERMITTED USES AND PROHIBITED USES~~

~~1. Tech Flex Land Bays~~

~~A. Principal Uses:~~

1. Land Bays 3, 4 and 5, are Use - The Property is zoned PBD, O/F, O(H), M-2 ~~(formerly PBD, OC3/IC1) and are located in the TeOD, Technology Overlay District (the “Tech Flex Area”). All by-right uses, secondary uses, and Special Use Permit uses as set forth in the Zoning Ordinance for the PBD, O/F, O(H), M-2 and TeOD designations shall be permitted as principal uses in the Tech Flex Area in accordance with Zoning Ordinance requirements, except as modified or~~

Proffers (mark-up of proposed vs. previous)

~~prohibited in the PBD zoning designation or the TeOD. It is intended that these Land Bays be generally developed for targeted industries as referenced in the Prince William Board of County Supervisors Resolution of March 2, 1999 (Res. No. 99-195), provided that this is an intent encouraging such industries and not a prohibition of uses not contained in the March 2, 1999 Resolution.~~ 2. Retail/Office Flex

~~A. Principal Uses~~

~~Land Bay 7 is zoned PBD, B-1 (formerly PBD, RC1) and is located in the TeOD, Technology Overlay District (“Retail/Office Flex Area”). All by-right uses, secondary uses and Special Use Permit uses set forth in the Zoning Ordinance shall be permitted in the Retail Office Flex Area in accordance with Zoning Ordinance requirements, except as modified or prohibited in the PBD zoning designation and the TeOD.~~

Hpermitted by these proffers. The foregoing shall not preclude subdivision or consolidation of the Property.

GENERAL DEVELOPMENT

2. 4-Permitted Development - Development within the Property, subject to compliance with all applicable County ordinances, requirements and individual site plan approvals, and subject to reasonable shift of boundary and acreage of each land bay as hereinbefore provided, shall be allowed in accordance with the attached Density Table (“Density Table”). The Applicant may amend the Density Table as it applies to Applicant’s Property during any future rezoning of any portion of the Property without the consent of other landowners within Innovation.

<u>Land Bay</u>	<u>Land Bay Use Designation</u>	<u>Land Bay Area (Gross Acres)</u>	<u>Maximum FAR</u>	<u>Maximum Height</u>
<u>3 and 5</u>	<u>O/F, O(H), M-2</u>	<u>81.8</u>	<u>1.0</u>	<u>20</u>
<u>4</u>	<u>O/F, O(H), M-2</u>	<u>6.4</u>	<u>1.0</u>	<u>20</u>

3. Declaration of Covenants, Conditions and Restrictions - The Applicant(s) shall develop a high quality ~~business center development~~ on the Property ~~to be known as “Innovation.”~~. The Applicant and the County shall execute that certain Declaration for Innovation attached hereto which shall enforce standards for development, consistent with these

Proffers (mark-up of proposed vs. previous)

proffers, and assure the quality of development, architectural compatibility, environmental protection and other elements of development control.¹

- a. ~~A.~~ The Declaration shall be executed after the final approval of the subject rezoning.
- b. ~~B.~~ The Declaration shall be recorded among the land records of Prince William County prior to the conveyance of any properties by any owner and as soon after the final approval of the rezoning as practicable.

~~2. Permitted Development~~

~~A. Development within the Property, subject to compliance with all applicable County ordinances, requirements and individual site plan approvals, and subject to reasonable shift of boundary and acreage of each land bay as hereinbefore provided, shall be allowed in accordance with the attached Density Table ("Density Table"). The properties owned by the Applicant, on which the proffers of the subject rezoning apply, are located in Land Bays 3, 4, 5 and 7. A maximum of four (4) pad sites shall be allowed on Land Bay 7. The Applicant may amend the Density Table as it applies to Applicant's Property during any future rezoning of any portion of Applicant's Property without the consent of other landowners within Innovation.~~

Land Bay	Land Bay Use Designation	Land Bay Area (Gross Acres)	Land Bay Area (Net Acres)	Proposed Max Building Area (Sq. Footage)	Max. Ht. (Including Mech. Equip.)	Hotel (Maximum Rooms)	Maximum Retail (Sq. Footage)	Residential (Units)
3 and 5	O/F, O(H), M-2	79.38	69.3	824,922	75	N/A	N/A	N/A
4	O/F, O(H), M-2	12.98	7.6	89,054	75	N/A	N/A	N/A
6	R-16	37.53	26.2	N/A	40	N/A	N/A	300

¹ This proffer has been satisfied – the Declaration was signed and recorded amount the Prince William County Land Records in Deed Book 2864, Page 307.

Proffers (mark-up of proposed vs. previous)

7	B-1			314,808	70	150	240,000	N/A
	Alternative		33.0					
	1	53.77						
	OR:		33.0	314,808	70	none	280,000	N/A
	B-1							
	Alternative							
	2							

~~———— Note: Landbay 6 is included in this chart and all subsequent proffers for information purposes only.~~

c. ~~B.~~ The Declaration shall establish a Business Association (BA). The BA shall be funded by all owners of non-residential property within Innovation paying dues to the BA based on each owner's pro-rata share of total land area and total building square footage, as set forth in the Declaration. The BA, in turn, shall:

~~(1) — Maintain all monitoring wells and provide access to the wells to the Health Department.~~

i. ~~(2)~~ Appoint an Architectural Review Board ("ARB"). The ARB, in turn, shall review prior to plan submission and approval all:

1. ~~(a)~~ Site Plans;
2. ~~(b)~~ Architectural Design;
3. ~~(c)~~ Building Heights;
4. ~~(d)~~ Signage;
5. ~~(e)~~ Landscaping;
6. ~~(f)~~ Lighting;
7. ~~(g)~~ Trails and Sidewalks;
8. ~~(h)~~ Recreational Areas; and
9. ~~(i)~~ Stormwater management facilities for aesthetic review purposes only, not for "functional" or "engineering" purposes.

ii. ~~(3)~~ Perform other functions as the BA determines necessary and/or as set forth in the Declaration.

d. ~~C.~~ Each site plan submitted for development must include a certified tabulation as follows:

i. ~~(4)~~ Total square feet permitted to be developed within the Land Bay where the development is occurring: _____

Proffers (mark-up of proposed vs. previous)

- ii. ~~(2)~~ Square footage previously approved for development in that Land Bay by the County: _____
- iii. ~~(3)~~ Square footage included within the subject site plan: _____
- iv. ~~(4)~~ Innovation Land Bay in which the subject site plan is located: _____
- v. ~~(5)~~ Square footage remaining in that Land Bay after the approval of the subject site plan $(1-(2+3)=5)$: _____

~~3. Maximum Lot Coverage~~

~~Lot coverage shall not exceed seventy percent (70%) of net acreage on a site plan by site plan basis.~~

~~4. Residential Development~~

~~A. The residential portion of the Applicant's Property, Land Bay 6, shall be developed in accordance with the standards set forth in the R-16 Zoning District. There shall be a unit cap of 300 multi-family dwelling units.~~

~~B. The ARB shall review and approve the following:~~

- ~~(1) Landscaping~~
- ~~(2) Site Plans~~
- ~~(3) Signage~~
- ~~(4) Architectural Design~~
- ~~(5) Lighting~~
- ~~(6) Building Heights~~
- ~~(7) Trails and Sidewalks;~~
- ~~(8) Recreational Areas; and~~
- ~~(9) Stormwater management facilities for aesthetic review purposes only and not for approval purposes.~~

~~C. The multi-family residential units located in the R-16 Zoning District shall be high quality units on a rental, lease or sale basis.~~

- ~~(1) Buildings shall be designed similar to Architectural Renderings prepared by Dewberry & Davis, entitled "Conceptual Entrance & Design Details Innovation @ Prince William Land Bay 6", dated September 19, 1999.~~

Proffers (mark-up of proposed vs. previous)

~~(2) Amenities located within the R-16 development shall include a recreational, leisure type swimming pool not designed for competition; a tot lot which includes two toddler swings, two belt swings, climbing apparatus, two adult benches, and a trash receptacle. The tot lot shall meet Americans with Disabilities Act requirements, and equipment will be designed to meet Consumer Product Safety Commission guidelines. Trail(s) for walking/jogging will be connected with existing or proposed trails located in the adjoining portions of Innovation and/or County Park property, subject to coordination with the Business Association and Prince William Park Authority.~~

~~III.~~ TRANSPORTATION

~~1. Traffic Impact Analysis~~

4. Transportation -

~~2. Right of Way Dedications and Road Improvements~~

~~A. The Applicant shall provide, when applicable, its proportionate costs, dedication(s) of right(s) of way, and/or construction of roadway segments as set forth below and as determined by the updated TIA submitted at the time of site plan review and subject to approval by the County. A letter of credit acceptable to the County, or cash or equivalent (from a financial institution acceptable to the County) shall be escrowed with the Prince William Board of County Supervisors at the time of final site plan approval and construction shall be completed at the time of site development, unless otherwise specified. "Frontage improvements" shall mean the construction of minimum entrance improvements, turn lanes, curb, gutter and sidewalks.~~

~~B. Transportation~~

~~1. Traffic Impact Analysis~~

a. Traffic Impact Analysis - If requested by County Transportation, the Applicant, on a site plan by site plan basis, shall provide an update and/or revision of the Traffic Impact Analysis (TIA) prepared by Prince William County at the time of rezoning. The TIA shall consider the transportation improvements necessary to mitigate the immediate and long-term impact of each site development on the roadways and

Proffers (mark-up of proposed vs. previous)

intersections which such TIA deems impacted by the particular development. As used herein, “long-term impact” shall be considered assuming that Innovation is fully developed and occupied subject to and in accordance with the Innovation zoning conditions and the Declaration. However, mitigation shall not be required unless the TIA provided by the Applicant indicates that the impact of the site plan in question will result in a reduction of the Level of Service to less than “D”. In the event the impact does not reduce the Level of Service, no mitigation will be required. Mitigation shall be provided on a pro-rata basis using the traffic generated by the Applicant’s site in comparison to the traffic generated for the entire area using the roadway or intersection.

b. 2-Right-of-Way Dedications and Road Improvements ~~A-~~ At the time of site plan approval, the Applicant shall agree, as a condition of site plan approval, to dedicate, bond and construct its portion of the roadway segments set forth below and as determined by ~~the~~ a TIA, if required.

~~(1) — At the time the Applicant develops property with frontage on Route 28, Applicant shall construct the necessary frontage improvements across each Lot.~~

~~(2) — (a) — Applicant shall dedicate along the entire portion of its property frontage on Route 28 for future right-of-way purposes and in conformance with VDOT plans, if available at the time of dedication, a maximum of four full lanes on the north side of Route 28, plus any additional right-of-way necessary for left and right turn lanes at each intersection. The right-of-way dedication shall be made at the time of final site plan approval for development of the portion of the Property immediately adjacent to the improvement or when requested by Prince William County at the time construction is imminent.~~

~~(b) — Applicant shall be responsible for construction across the frontage of Land Bay 7 of a maximum of two lanes on the north~~

Proffers (mark-up of proposed vs. previous)

~~side of Route 28 and a raised grass or concrete median, or Applicant shall escrow a letter of credit acceptable to the County, or cash or equivalent (from a financial institution acceptable to the County) for the cost of construction of the two lanes at the time of development of Land Bay 7.~~

~~(c) Applicant shall not be responsible for the widening of the south portion of Route 28 except to tie into existing construction done by others on Route 28.~~

~~(d) Direct access to Route 28 shall be prohibited from individual Land Bays with the exception of one access point at Land Bay 7 with cross over as shown on the MZP.~~

i. ~~(3)~~ For those sections of Hornbaker Road that are partially on-site and partially off-site, Applicant shall, as applicable, construct and/or escrow a letter of credit acceptable to the County, or cash or equivalent (from a financial institution acceptable to the County) on a site plan by site plan basis for each development adjacent to Relocated Hornbaker Road as follows: (i) one-half section of the roadway where Relocated Hornbaker Road is adjacent to the Applicant's Property and/or (ii) a full section where Relocated Hornbaker Road is entirely within Applicant's Property. The roadway design shall be determined by the Applicant's TIA. Left and right-turn lanes shall be constructed as required by VDOT and the County Department of Transportation. The existing right-of-way of Hornbaker will be abandoned and the owners adjacent to the existing right-of-way shall receive ownership in accordance with applicable law to the centerline of the existing right-of-way.

1. ~~3.~~ Internal Construction of Roadways ~~and Interparcel Connectors.~~ The Applicant shall be responsible for the construction of all circulation roads that are internal to the Applicant's Property ~~in accordance with the MZP. If requested by the County Department of Transportation, the Applicant shall provide right of way and/or construction of interparcel connections between its Property and adjoining properties so long as the location of said interparcel connector does not adversely affect Applicant's ability to develop~~

Proffers (mark-up of proposed vs. previous)

~~its Property in accordance with Applicant's proposed site plan. Some, but not necessarily all, potential interparcel connectors are shown on the MZP. Right-of-way dedication and construction of interparcel connectors shall not be made until the time of development of Applicant's Property.~~

4. ~~Reimbursement Agreement. In the event Princee William County or VDOT or another Innovation Owner ("Constructing Owner") constructs any proffered road improvements or any road improvements required by this Proffer prior to the time an Owner is obligated to construct, such Owner ("Contributing Owner") agrees at the time it would have been required to construct such road improvements, to pay the Contributing Owner's portion of the costs of such construction, as determined by the Constructing Owner's contractor's price for such work, plus interest on such costs in the amount of six percent (6%) per year from the date of expenditure until paid in full. The Constructing Owner agrees that the Contributing Owner shall have the right to review and comment (but not have approval authority) on all designs and specifications for such construction, participate in the bidding for such construction as a contractor, and, in fact, construct such improvements if the Contributing Owner so desires at the time such improvements would have been constructed by the Constructing Owner. It is expressly provided, however, that this paragraph 4 shall not apply to any improvements made by VDOT to Virginia State Route Number 28 (Nokesville Road).~~

5. ~~Dedication. Applicant shall have no obligation to acquire off site right of way or pay for public or governmental condemnation of right of way. Applicant shall be required to dedicate such portion of Applicant's Property as is necessary to accomplish the obligations set forth herein, at no cost or expense to the requesting party.~~

6. ~~Signalization~~

Proffers (mark-up of proposed vs. previous)

2. A. Signalization - Applicant shall be responsible for its pro-rata share, at the time of development of Applicant's Property, based on vehicle generation by use and by using the best matched use set forth in the ITE Manual as determined by the Prince William County Department of Transportation, for the development shown on the Density Table, of the cost of design and construction of the signal system at ~~(1) Hornbaker Road/Route 28, (2) on Hornbaker Road at the entrance of Land Bays 6 and 7; and (3) at~~ the intersection of Hornbaker Road and Proposed Road serving Land Bays 5 and 6.

3. ~~B.~~ The signal system(s) set forth above shall be installed at the time a signal is warranted or, if an escrow is created, the pro-rata share shall be escrowed, in the form of a letter of credit acceptable to the County, or cash or equivalent (from a financial institution acceptable to the County), at the time of final site plan approval. The Applicant's pro-rata share of the costs of constructing the signal systems referred to in ~~item A #2~~ above shall be equal to its proportionate share of the total vehicle trips on the roads, including future trips, included in TIA, generated by Innovation and adjacent properties, and including Prince William County's land. Such costs shall be determined by the actual construction costs of the signal system, if already constructed, or by the County's most current unit price list if not already constructed and shall be paid or escrowed, as the case may be, at the time of final approval of the site plan including the intersection warranting the signal.

~~7. Eminent Domain. In the event that off site right of way is necessary for the construction of any of the public improvements as proffered by Applicant, Applicant shall make its good faith, best efforts (including a bona fide offer and payment of the fair market value for the necessary property, as determined by an appraiser licensed in Virginia, and expenditure of Applicant's other non-financial resources) to acquire at Applicant's expense or to cause to be donated all necessary right of way, including temporary construction easements, drainage easements, utility easements and other easements necessary to effectuate such construction of the proffered public improvements. In the event Applicant is unable to purchase or obtain right of way or easements necessary to construct~~

Proffers (mark-up of proposed vs. previous)

~~proffered public improvements from the owners (other than Applicant or entities related to Applicant), the Applicant shall request the County to acquire the right of way and easements by means of its condemnation powers at Applicant's expense. Applicant's request shall be in writing and shall comply in all respects with the County's Eminent Domain Policy. Said request shall be made to the appropriate County agency and shall be accompanied by the following:~~

- ~~A. The names of the record owners, the property addresses, tax map parcel numbers and GPIN numbers for each landowner from whom such right of way and/or easements are sought.~~
- ~~B. Plats, plans and profiles showing the necessary right of way and/or easements to be acquired and showing the details of the proposed public improvements to be located on each such property.~~
- ~~C. An independent appraisal of the value of the right of way and easements to be acquired, and any and all damages to the residue of the involved property, said appraisal to be performed by an appraiser licensed in Virginia and approved by the County.~~
- ~~D. A 60 year title search of each involved property.~~
- ~~E. Documentation demonstrating to the County's satisfaction Applicant's good faith, best efforts to acquire the right of way and/or easements, at a cost of at least the appraised value of the involved property interests.~~
- ~~F. A letter of credit acceptable to the County, or cash or equivalent (from a financial institution acceptable to the County) in an amount equal to the appraised value of the property to be acquired, and all damages to the residue, plus the County's estimate of its cost of condemnation~~

Proffers (mark-up of proposed vs. previous)

~~proceedings, in a form permitting the County to draw upon the same as necessary to effectuate the purposes hereof.~~

~~G. An Agreement signed by Applicant's representative and approved by the County Attorney whereby Applicant agrees to pay all costs of the condemnation, including expert witness fees, court costs, exhibit costs, court reporter fees, attorney fees for the Office of the County Attorney, and all other costs associated with the litigation, including appeals. The Agreement shall specifically provide that in the event the property owner is awarded in the condemnation suit more than the appraised value estimated by Applicant's appraiser, Applicant shall pay to the County the amount of the award in excess of the amount represented by the letter of credit or cash deposit within 15 days of the award.~~

IV. ENVIRONMENT

1. Broad Run Floodplain Dedication

~~The 100-year floodplain on the Broad Run stream area located on the Property shall be conveyed to the County Board of Supervisors at the time of approval for the first site plan for development of Applicant's Property for use as a Stream Valley Park. The Stream Valley Park is shown on the MZP. Applicant shall have the right to locate public amenities, road crossings, stormwater management facilities and ponds, trails and utilities including, but not limited to, water mains, sanitary sewer lines, laterals thereto and other appurtenant facilities, and any other necessary easements and utility lines, within and across such areas both prior to dedication and after, subject to the ordinances and regulations promulgated pursuant to the Chesapeake Bay Preservation Act. Storm drainage outfall facilities may be located within such area, but no ponds shall be located therein except for regional stormwater detention ponds which regional ponds shall be subject to County approval.~~

Proffers (mark-up of proposed vs. previous)

~~Buildings other than those needed for utility service shall not be located within this floodplain.~~

~~2. Tree Survey~~

5. Tree Survey - A tree survey shall be undertaken ~~on an individual site plan basis~~ to identify all trees 10 inch caliper d.b.h. within the boundaries of any parcel. The tree survey will be used to assist in the location and layout of site features such as buildings, roadways and parking lots. A tree protection plan shall be provided with the site plan submission identifying locations of trees to be saved and methods and procedures for protection during construction. The tree survey and protection plan will be prepared in cooperation with the Prince William County Department of Public Works.²

6. ~~3.~~ Stormwater Management - Stormwater management has been provided in connection with Plan #01-00350 (Sowder Property – Regional Stormwater Management and BMP Plan).

~~A. Subject to relocation based on final engineering design, the location of a Potential Regional Stormwater Management Pond is shown on the MZP. All stormwater management facilities shall be owned and maintained by the County. Applicant will work with the County to formulate a conceptual stormwater management plan that will include participation in the development of a regional stormwater management program utilizing shared facilities, if permitted, and providing for on-going monitoring of the quantities and quality of run-off. The Ponds will be constructed by Prince William County through the use of pro-rata share contributions based on property owner acreage in Innovation, and will be built in accordance with the Design and Construction Standards Manual (“DCSM”) so as to be available for use when ten per cent (10%) of the drainage shed has been developed. Stormwater management shall primarily be wet ponds and shall be designed so as to enhance the areas in which the Ponds are located. The design of all Ponds shall be approved by the ARB pursuant to the Declaration. If any such facility is built on Applicant’s property, Applicant will receive a one hundred percent (100%) credit for land dedicated for such use against minimum open space requirements of the Ordinance such as, but not limited to, green area calculations, F.A.R., etc. on the property from where the dedication of land was made.~~

² The proffer has been satisfied with SPR2019-00209

Proffers (mark-up of proposed vs. previous)

~~Dedication of land on the Applicant's property shall be made at the time the County is ready to construct a stormwater management facility on the Applicant's property.~~

~~B. Applicant and each property owner in the watershed district, on a site by site basis, shall be allowed a temporary waiver of stormwater management requirements for the first ten percent (10%) of each drainage shed to be developed. At the time of Applicant's site plan approval, Applicant shall provide its pro rata share contribution in accordance with the DCSM toward the construction of the regional stormwater management pond referred to in subparagraph 3A preceding ("Pond") to be used by the County to build and maintain the Pond as set forth below. The foregoing requirement for contribution shall be predicated upon the County having first given Applicant and each property owner required to make such contribution ninety (90) days advance notice and opportunity to review the design and projected construction costs of such Pond. The fact that a potential location for only one Pond is shown on the MZP does not preclude the possibility that another Pond may be located elsewhere on the County Property. Any land dedicated by Applicant for such Pond shall be valued at its fair market value and a credit for that amount shall be given when determining the Applicant's pro rata share contribution. Fair market value shall be determined by a Virginia licensed appraiser acceptable to Applicant, and shall be determined without reference to sales by Prince William County or by an entity or agency related to or part of Prince William County of any land, sites, lots in Innovation Land Bays 1, 2, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19A, 20, 21A or the ATCC/County parcel. If Applicant is required to construct a Pond, Applicant shall be entitled to reimbursement from the County for all amounts expended for the construction of such Pond from the pro rata share contributions received by the County from the other contributing owners in the watershed district, less such owner's pro rata share, plus interest at the rate of six per cent (6.0%) per annum. Such reimbursement shall be paid by the County to the Applicant as payments are received from the other owners in the watershed district.~~

~~4. Health~~

~~A. Monitoring Wells~~

Proffers (mark-up of proposed vs. previous)

~~Monitoring wells, not to exceed two (2) in number, shall be placed or constructed on the Applicant's Property, as shown on the MZP, in order to provide the ability for the Health Department to perform water monitoring and testing. Existing wells may be utilized as monitoring wells if approved by the Health Department. Any existing wells if not used as monitoring wells or as part of the development, shall be capped and sealed in accord with County standards and procedures. The Applicant agrees to provide, at the time of approval of the first final site plan, its pro rata share of a one-time total contribution of \$1,800.00 to the Health Department toward the monitoring of these facilities. The Health Department shall have the right to enter the Property at reasonable times to perform water monitoring and testing pursuant to this Proffer.~~

~~B. Spill Contingency~~

7. Spill Contingency - If any tenant, operator or owner handles or produces hazardous chemical wastes or petroleum products, the individual site owners and their operators shall be responsible for notifying the Fire Marshall's office in a timely manner in the event of a spill of any such hazardous chemical waste or petroleum products on the Project. The Applicant, tenant and/or operator shall assume full responsibility for all public expenses incurred in the clean-up of such products spilled, even if an on-site spill requires off-site cleanup. The owner, tenant and/or operators of the individual units within each site shall be solely responsible for any product spills from their respective sites. In addition, in the event of an on-site spill, the owner, tenant and/or operator causing such spill shall have the obligation to pay the sum of \$1,800.00 to the County Health Department to assist the department in defraying any required costs of well sampling. Each such owner, tenant and/or operator shall be advised by the owner of that entity's obligation to report the use and/or presence of any hazardous chemical waste or petroleum product to the appropriate state and county health departments. The Health Department shall have the right to enter the Property at reasonable times to perform water monitoring and testing pursuant to this proffer. ~~A. If any tenant, operator or owner handles or produces hazardous chemical wastes or petroleum products, the individual site owners and their operators shall provide a copy of a contingency plan acceptable to the Department of Fire and Rescue will be provided to the Business Association at the time of site plan approval~~ prior to and as a condition of occupancy.

~~C. Underground Petroleum Storage/High Contamination Uses~~

1. ~~No underground tanks shall be located within one hundred (100) feet of the Broad Run floodplain.~~

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- ~~2. Uses with high potential for contamination of the groundwater table shall be located at sites that are beyond one hundred (100) feet of the floodplain of Broad Run.~~
- ~~3. The Health Department shall have the reasonable right to enter the Property at reasonable times to sample wells pursuant to this Proffer~~
8. ~~5.~~ Threatened, Rare and Endangered Species - The known locations of threatened, rare, and endangered species (plant and animal), as identified on the Prince William Sector Plan Threatened, Rare and Endangered Species study, will be identified relative to areas of disturbance at the time of site plan submission. All applicants will avoid clearing areas where said species exist or will provide acceptable techniques to relocate and/or otherwise mitigate the impacts of disturbance.
9. ~~V.~~ Monetary Contribution - The Applicant shall contribute to the Board of County Supervisors the sum of \$75.00 per acre for the County to conduct water quality monitoring, stream restoration projects, and/or drainage improvements. Said contribution shall be paid prior to and as a condition of the approval of each site plan.
10. Limits of Construction - The Applicant shall limit construction to within those areas depicted on the MZP as "Limits of Construction" (hereinafter, the "LOC"), subject to minor revisions in accordance with final engineering considerations at the time of site plan review and approval. No clearing or improvements shall be made outside of the LOC, with the exception of: (a) the installation of a trail, in the approximate location labeled as "Denotes Trail Easement" (Proffer #14), as depicted on the MZP; (b) the removal of noxious vegetation, such as poison ivy, poison oak, etc., as well as dead, dying or hazardous trees; and (c) utility connections. Compliance shall be demonstrated on final site plan.

WATER AND SANITARY SEWER

- ~~11. 1.~~ Connection to Public Sewer and Water ~~All uses shall be connected to public~~ Public water and sewer as a part of the development of the site shall be made available to the Property.
- ~~2. Trunk Sewer Easement within Broad Run Floodplain~~
- ~~If required by the Service Authority, the Applicant shall grant, without charge to the Service Authority, an appropriate sewer easement generally within the Broad Run floodplain along Broad Run from Route 28 upstream to the Herman Greenberg, et al., trustee property and to the Broad Run Industrial Park boundary ("Broad Run Trunk Sewer"). This easement shall be deeded to the Service Authority upon written request at such time as the alignment for the Broad Run Trunk Sewer has been defined and an appropriate easement plat proposed by Service Authority.~~

Proffers (mark-up of proposed vs. previous)

~~3. Broad Run Pump Station Site~~

~~It is anticipated that a pump station for the Service Authority shall be required near Broad Run ("Broad Run Pump Station"). Any dedication along Broad Run for park programs will be subject to the right of the Service Authority or Owner/Applicant using a portion of the park acreage for the pump station and access thereto. Except as may be required otherwise by applicable governmental regulations, the pump station shall be a fully enclosed operation, and shall be housed in a structure which shall be designed to have the least possible visual impact on Innovation. The Applicant shall be responsible for the design and construction of the pump station. The site plan for the pump station shall be prepared in cooperation with the County Park Authority.~~

~~4. Participation in Future Sewer Improvements~~

~~As applicable, each Owner/Applicant, including Prince William County, whose property is located adjacent to Broad Run shall participate in the construction of the future Broad Run Trunk Sewer Line and the Broad Run Pump Station and appurtenant force mains by the payment of such local facilities charges as are established by the Service Authority on connections that will contribute on site waste water flows into the Broad Run Trunk Sewer System.~~

12. Responsibility for Construction of Water and Sewer Lines to Provide Service to the Project - Each Owner shall be responsible for the design and construction of all on-site and off-site water and sanitary sewer lines necessary to provide service to its property in accordance with applicable Service Authority, County and state requirements. All lines shall be sized to serve the drainage shed in which they are located in accordance with the requirements of the Properties, but this proffered condition does not obligate the Applicant to construct any sewer or water lines with capacities greater than those required to serve its property, unless a mutually acceptable "Oversizing Reimbursement" Agreement is reached with the Service Authority.

~~VI. PARKS, TRAILS AND OPEN SPACE~~

- ~~1. A recreation and open space plan for both residential and non-residential development indicating facilities for use of employees and residents of the subject Property shall be provided with each site plan.~~
- ~~2. Trails or sidewalks required by the BA or ARB shall be constructed by the Owner/Applicant where those trails are on the Applicant's Property that is to be~~

Proffers (mark-up of proposed vs. previous)

~~developed, with the exception of the trails and/or improvements to be constructed in the Stream Valley Park.~~

13. Pedestrian Trail - The Applicant shall construct a pedestrian trail along the southern property line, in the general location depicted on the MZP as "Proposed Pedestrian Trail (by Applicant)" (hereinafter, the "Pedestrian Trail"). The Pedestrian Trail shall be open for use by the general public. The final specifications of said Pedestrian Trail shall be coordinated with the Prince William County Department of Parks, Recreation and Tourism (hereinafter, DPRT), provided that the Pedestrian Trail is a paved, asphalt and/or natural surface trail, a maximum of ten feet (10') in width and located within sixty feet (60') of the southern property line. The final location and design of the Pedestrian Trail shall be subject to changes mutually agreeable to the County and Applicant and shall be shown on the first final site plan for the Property.

a. The Applicant shall install wayfinding signs (a maximum of three (3), at a cost of no more than \$1,000 each) and trail amenities to include benches (a maximum of three (3), at a cost of no more than \$1,500 each) and one (1) trail head kiosk (at a cost of no more than \$1,500) along the Pedestrian Trail. The final location and design of the wayfinding signs and trail amenities shall be coordinated with DPRT and shall be shown on the first final site plan for the Property.

b. The Applicant shall provide an easement to the County for the Pedestrian Trail, wayfinding signs and trail amenities. The County shall maintain the Pedestrian Trail, wayfinding signs and trail amenities.

14. Trail Easement - The Applicant shall grant an easement to the County for a future pedestrian trail (by others) in the general location depicted on the MZP as "Denotes Trail Easement" (hereinafter, the "Trail Easement"). The County shall maintain the trail and any associated improvements it installs within the Trail Easement. The final location of the Trail Easement shall be subject to changes mutually agreeable to the County and Applicant and shall be shown on the first final site plan for the Property.

15. ~~3-Each Owner~~ Coordination - The Applicant shall meet with representatives of the ~~Prince William DPRT, County Park Authority, Transportation Planning~~ and Police prior to site plan approval ~~and after such approval~~, as needed, in designing ~~walking trails within the Stream Valley Park as shown on the MZP and~~ pedestrian access to adjoining and nearby properties, and pursuant to the above to determine which trails, if any, should be provided with lighting. ~~Individual Owners~~ The Applicant shall be responsible for all on-site pedestrian walkways and/or sidewalks, subject to approval of BA or ARB. ~~The Applicant shall not be responsible for constructing any trails or other improvements within the Stream Valley Park. All of the foregoing shall be designed in accordance with the Innovation Design Guidelines ("Guidelines").~~

~~VII. CULTURAL RESOURCES~~

~~1. Interpretive Markers~~

~~Interpretive historical markers (not to exceed three) shall be placed near the Mill Race along Broad Run to provide a chronicle of the history of that facility. The exact location shall be determined by the County Archeologist and Prince William County Park Authority ("Park Authority") representatives. In addition, where appropriate, Applicant will commit to and fund a historical marker/interpretive media to be located in areas with public access on its Property.~~

~~2. Historical Structures~~

~~An architectural historian, or other qualified professional, shall be hired by the Applicant to record any existing buildings on Applicant's Property to be developed and provide the Prince William County Historical Commission with records to assist it in its listing of historical structures.~~

~~3. Archaeological Survey~~

~~Prior to site plan submission and on a site plan by site plan basis, Applicant shall complete a Phase I Archaeological Survey of any land to be developed. If determined necessary and based on the results of the Phase I survey, Applicant will perform a Phase II and/or Phase III investigation for significant sites prior to approval of site/subdivision plans for the affected parcel.~~

~~4. Cemetery Preservation~~

~~Cemeteries shall be preserved in their current state and in addition, a 25-foot buffer shall be provided adjacent to the perimeter of the cemetery, and a pedestrian access to the cemetery for family members shall be provided by the Applicant.~~

~~VIII. EASEMENTS~~

~~Applicant or any other Owner in Innovation shall grant utility easements or other easements necessary for the development of any property in Innovation. The following limitations and requirements must be observed by the Owner in Innovation requesting the easement over the property: The Innovation Owner or Owners requesting the easement grant shall (1) provide a copy of the proposed easement document and plat with at least forty-five (45) days written notice explaining the necessity of the proposed easement, (2) provide that the easement shall be of the minimum width required by the applicable governmental authority or utility company needing the easement and use commercially reasonable efforts to minimize any economic or aesthetic injury to the subject property, (3) locate the proposed~~

Proffers (mark-up of proposed vs. previous)

~~easement as near to the property boundary perimeter as is possible and reasonable and (4) endeavor to locate the proposed easement in a manner that does not unreasonably interfere with the granting party's use or enjoyment of the property over which the easement is granted. No easement requested pursuant to this provision shall go through the building envelope of any property which has an approved site plan. Provided further that any disturbance or damage resulting from the exercise of the rights created by this paragraph shall be promptly repaired and the site restored to its original condition prior to such disturbance or damage by the requesting party. In any event, the cost of such repair and restoration shall be paid for by the party requesting the easement.~~

~~IX.~~ ARCHITECTURE

~~The Applicant's property shall be developed to a general quality of design as depicted on "Conceptual Entrance & Design Details Innovation @ Prince William Land Bay 6," "Conceptual Entrance & Street Detail Nokesville Road Innovation @ Prince William Land Bay 7", and "Conceptual Entrance & Street Detail Hornbaker Road Innovation @ Prince William Land Bay 7", prepared by Dewberry & Davis and dated September 19, 1999, subject to final plans. The architectural renderings and details are for illustrative purposes only to identify a general quality of design and typical architectural features that may be included in the design of the development.~~

~~X. —~~ ARCHITECTURE, LANDSCAPING, LIGHTING AND SIGNAGE

16. Design Guidelines - The Applicant shall comply with the Guidelines adopted by the Business Association pursuant to the Declaration, and shall further comply with all other provisions of the Declaration as to landscaping, lighting, architecture and signage in connection with the development of Applicant's property and the construction of any structures and/or improvements thereon.

~~XI. —~~ MONETARY CONTRIBUTIONS

17. 1. Transportation Contribution. ~~The Applicant shall contribute Two Thousand One Hundred Ten Dollars (\$2,110) per multifamily residential unit in Land Bay 6 to the Prince William Board of County Supervisors for future transportation improvements in the area.~~ Height - Pursuant to Zoning Ordinance Section 32-400.03.2, the maximum height of any data center on the Property may be ninety feet (90'). Roof structures, as described in Zoning Ordinance Section 32-400.03(3), mechanical equipment, parapet walls, screen walls and/or enclosures may exceed ninety feet (90').

Proffers (mark-up of proposed vs. previous)

18. Maximum Lot Coverage – The lot coverage shall not exceed eighty percent (80%). In the event the Property is developed with GPIN 7595-65-9741 (hereinafter, the “Hornbaker Property”), the required lot

~~– Said contribution shall be paid on a per unit basis, at the time of issuance of a building permit for each residential dwelling unit to be constructed in Land Bay 6.2.~~

~~—— School Contribution. The applicant shall contribute the sum of One Thousand Five Hundred Twenty five Dollars (\$1,525) per multifamily residential unit in Land Bay 6 to the Prince William Board of County Supervisors for school purposes in the area. Said contribution shall be paid on a per unit basis, at the time of issuance of a building permit for each residential dwelling unit to be constructed in Land Bay 6.~~

~~3. —— Parks and Open Space Contribution. The Applicant shall contribute the sum of Four Hundred Five Dollars (\$405) per multifamily residential unit in Land Bay 6 to the Prince William Board of County Supervisors for parks, recreation and open space purposes in the area. Said contribution shall be paid on a per unit basis, at the time of issuance of a building permit for each residential dwelling to be constructed in Land Bay 6.~~

~~4. —— Library Contribution. The Applicant shall contribute the sum of One Hundred Forty Dollars (\$140) per multifamily residential unit in Land Bay 6 to the Prince William Board of County Supervisors for library services in the area. Said contribution shall be paid on a per unit basis, at the time of issuance of a building permit for each residential dwelling unit to be constructed in Land Bay 6.~~

~~—— 5. —— Fire and Rescue Contribution.~~

~~—— A. —— Residential~~

~~The Applicant shall contribute the sum of Two Hundred Seventy Dollars (\$270) per multifamily residential unit in Land Bay 6 to the Prince William Board of County Supervisors for fire and rescue purposes in the area. Said contribution shall be paid on a per unit basis, at the time of issuance of a building permit for each residential dwelling unit to be constructed in Land Bay 6.~~

~~—— B. —— Non-Residential~~

~~The Applicant shall provide a monetary contribution to the Prince William Board of County Supervisors in the total amount of Ninety~~

Proffers (mark-up of proposed vs. previous)

~~three Thousand Three Hundred and Six Dollars (\$93,306.00) at the time Applicant's first building permit is issued.~~

~~6. Credit Against Contributions. The above Transportation Contribution shall be reduced by the amount of other monetary or in kind contributions made by Applicant which affect the impact of this development. Such contributions shall include land, signalization and construction of frontage and other improvements and shall be valued at full market value on Applicant's cost relating to the multifamily residential development. coverage shall not exceed seventy percent (70%) and will be satisfied on the Property and Hornbaker Property cumulatively.~~

FIRE AND RESCUE

19. Monetary Contribution -

- a. If a building is constructed on that portion of the Property consisting of GPIN 7595-77-4711, the Applicant shall contribute to the Board of County Supervisors the sum of \$0.61 per square foot of gross building area for fire and rescue purposes. Said contribution shall be paid prior to and as a condition of the approval of each building permit on GPIN 7595-77-4711, excluding any structured parking facilities.
- b. For any building constructed on that portion of the Property described as GPIN 7595-76-7903, the Applicant shall contribute to the Board of County Supervisors the sum of \$0.61 per square foot of gross building floor area over 1,522,683 square feet for fire and rescue purposes. Said contribution shall be paid prior to and as a condition of the approval of each building permit on GPIN 7595-76-7903, excluding any structured parking facilities.

SUBSTATION

20. An electric substation of approximately ten (10) acres in size (hereinafter, the "Substation") may be permitted on the Property or a portion of the Property to serve data center uses, as follows:

- a. There shall only be one Substation located on the Property, or portion thereof, and GPIN 7595-65-9741.
- b. The Substation may consist of approximately 300-475 kV transmission voltage switching station containing structures of varying heights.
- c. The Substation shall be enclosed by a chain link security fence up to twelve feet (12') in height.
- d. A peripheral landscaped buffer shall not be required around the perimeter of the Substation; however, if the Substation is located immediately adjacent (i.e., within 50 feet) to the trail easement (Proffer #14) and/or limits of construction (Proffer

Proffers (mark-up of proposed vs. previous)

- #10), as depicted on the MZP, said peripheral landscaped buffer shall be provided between the Substation and trail or limits of construction.
- e. The Substation shall not require a special use permit or a public facilities review pursuant to Virginia Code Section 15.2-2232(D) and Zoning Ordinance Section 32-201.12(a).
 - f. Adjustments to the foregoing standards in this proffer and/or location, number, size and height of the Substation may be proposed by the Applicant and allowed by the Planning Director without the need for an amendment to the proffers and/or MZP or approval of a public facilities review.
 - g. If requested by the owners of GPINs 7595-65-9741, 7595-55-1032 and 7595-54-7331 and if acceptable to the Applicant, the Applicant may grant a future utility easement to permit a utility connection to the Substation, subject to NOVEC approval. The location and width of such utility easement shall be coordinated with the Applicant to avoid any material adverse impact on the Applicant's use of the Property.

WAIVERS AND MODIFICATIONS

21. Waivers and Modifications – pursuant to Section 32-404.05 and Section 32-506.09.1 of the Zoning Ordinance approval of the subject proffer amendment shall constitute a waiver/modification of the following:
- a. Waiver of the seventy-five feet (75') maximum height and 0.50 maximum FAR in the EL Subdistrict pursuant to Sections 32-506.03.2(g), 32-506.05.1(b) and (c).
 - b. Waiver of the maximum lot coverage pursuant to Section 32-506-05.1(a).
 - c. Waiver of the "internal relationships" (requirements for parking, landscaping, driveways and sidewalks/trails) pursuant to Section 32.506.07.1(a); (b); 2(a-c); and 3.
 - d. Modification of the perimeter buffers and associated plantings pursuant to Section 32-250.31 of the Zoning Ordinance and Sections 802.10, 802.11 and 802.12 of the Design and Construction Standards Manual to allow the buffers shown on the Buffers Plan.

MISCELLANEOUS

22. Escalator - In the event the monetary contributions set forth in the Proffer Statement are paid to the Prince William County Board of County Supervisors ("Board") within eighteen (18) months of the approval of this proffer amendment (REZ2019-00028), as applied for by the Applicant, said contributions shall be in the amounts as stated herein. Any monetary contributions set forth in this Proffer Statement which are paid to the Board after eighteen (18) months following the approval of this proffer amendment shall be adjusted in

Proffers (mark-up of proposed vs. previous)

accordance with the Urban Consumer Price Index ("CPI-U") published by the United States Department of Labor, such that at the time contributions are paid they shall be adjusted by the percentage change in the CPI-U from that date eighteen (18) months after the approval of this proffer amendment to the most recently available CPI-U to the date the contributions are paid, subject to a cap of 6 percent (6%) per year, noncompounded.

[SIGNATURES APPEAR ON FOLLOWING PAGES]

AVANTI AT INNOVATION PROFFER STATEMENT

REZ2019-00028

Property: ±88.2025 acres

GPINs 7595-76-7903 and 7595-77-7411 (hereinafter, the “Property”)

Applicant/Owner: TPC Hornbaker LC and National Harbor Waterfront, L.C.

Brentsville Magisterial District

Date: May 24, 2019

The undersigned hereby proffers that the use and development of the subject Property shall be in strict conformance with the following conditions, which shall supersede all other proffers made prior hereto (including the proffers approved with PRA2005-00600, Sowder Proffer Amendment). In the event the above-referenced proffer amendment is not granted as applied for by the Applicant, these proffers shall be withdrawn and are null and void and the proffers approved with PRA2005-00600 will remain in full force and effect.

The headings of the proffers set forth below have been prepared for convenience or reference only and shall not control or affect the meaning or be taken as an interpretation of any provision of the proffers. Any improvements proffered herein below shall be provided at the time of development of the portion of the site served by the improvement, unless otherwise specified. The terms “Applicant” and “Developer” shall include all future owners and successors in interest.

References to plans and exhibits shall include the following:

The Master Zoning Plan entitled “Avanti at Innovation – Master Zoning Plan”, prepared by Dewberry Engineers Inc., dated May 23, 2019, including the following:

1. Land Use Sheet (hereinafter, the “MZP”)
2. Open Space and Buffers Sheet (hereinafter, the “Buffers Plan”)

PERMITTED USES AND PROHIBITED USES

1. Use - The Property is zoned PBD, O/F, O(H), M-2. All by-right uses, secondary uses, and Special Use Permit uses as set forth in the Zoning Ordinance for the PBD, O/F, O(H), M-2 and TeOD designations shall be permitted in accordance with Zoning Ordinance requirements, except as modified or permitted by these proffers. The foregoing shall not preclude subdivision or consolidation of the Property.

GENERAL DEVELOPMENT

2. Permitted Development - Development within the Property, subject to compliance with all applicable County ordinances, requirements and individual site plan approvals, and subject to reasonable shift of boundary and acreage of each land bay as hereinbefore provided, shall be allowed in accordance with the attached Density Table (“Density Table”). The

Proffers (clean, proposed)

Applicant may amend the Density Table as it applies to Applicant's Property during any future rezoning of any portion of the Property without the consent of other landowners within Innovation.

Land Bay	Land Bay Use Designation	Land Bay Area (Gross Acres)	Maximum FAR	Maximum Height
3 and 5	O/F, O(H), M-2	81.8	1.0	90
4	O/F, O(H), M-2	6.4	1.0	90

3. Declaration of Covenants, Conditions and Restrictions - The Applicant(s) shall develop a high quality development on the Property. The Applicant and the County shall execute that certain Declaration for Innovation attached hereto which shall enforce standards for development, consistent with these proffers, and assure the quality of development, architectural compatibility, environmental protection and other elements of development control.¹

- a. The Declaration shall be executed after the final approval of the subject rezoning.
- b. The Declaration shall be recorded among the land records of Prince William County prior to the conveyance of any properties by any owner and as soon after the final approval of the rezoning as practicable.
- c. The Declaration shall establish a Business Association (BA). The BA shall be funded by all owners of non-residential property within Innovation paying dues to the BA based on each owner's pro-rata share of total land area and total building square footage, as set forth in the Declaration. The BA, in turn, shall:
 - i. Appoint an Architectural Review Board ("ARB"). The ARB, in turn, shall review prior to plan submission and approval all:
 1. Site Plans;
 2. Architectural Design;
 3. Building Heights;
 4. Signage;
 5. Landscaping;
 6. Lighting;
 7. Trails and Sidewalks;
 8. Recreational Areas; and
 9. Stormwater management facilities for aesthetic review purposes only, not for "functional" or "engineering" purposes.

¹ This proffer has been satisfied – the Declaration was signed and recorded amount the Prince William County Land Records in Deed Book 2864, Page 307.

- ii. Perform other functions as the BA determines necessary and/or as set forth in the Declaration.
- d. Each site plan submitted for development must include a certified tabulation as follows:
 - i. Total square feet permitted to be developed within the Land Bay where the development is occurring: _____
 - ii. Square footage previously approved for development in that Land Bay by the County: _____
 - iii. Square footage included within the subject site plan: _____
 - iv. Innovation Land Bay in which the subject site plan is located: _____
 - v. Square footage remaining in that Land Bay after the approval of the subject site plan (1-(2+3)=5): _____

TRANSPORTATION

4. Transportation -

- a. Traffic Impact Analysis - If requested by County Transportation, the Applicant, on a site plan by site plan basis, shall provide an update and/or revision of the Traffic Impact Analysis (TIA) prepared by Prince William County at the time of rezoning. The TIA shall consider the transportation improvements necessary to mitigate the immediate and long-term impact of each site development on the roadways and intersections which such TIA deems impacted by the particular development. As used herein, “long-term impact” shall be considered assuming that Innovation is fully developed and occupied subject to and in accordance with the Innovation zoning conditions and the Declaration. However, mitigation shall not be required unless the TIA provided by the Applicant indicates that the impact of the site plan in question will result in a reduction of the Level of Service to less than “D”. In the event the impact does not reduce the Level of Service, no mitigation will be required. Mitigation shall be provided on a pro-rata basis using the traffic generated by the Applicant’s site in comparison to the traffic generated for the entire area using the roadway or intersection.
- b. Right-of-Way Dedications and Road Improvements - At the time of site plan approval, the Applicant shall agree, as a condition of site plan approval, to dedicate, bond and construct its portion of the roadway segments set forth below and as determined by a TIA, if required.

- i. For those sections of Hornbaker Road that are partially on-site and partially off-site, Applicant shall, as applicable, construct and/or escrow a letter of credit acceptable to the County, or cash or equivalent (from a financial institution acceptable to the County) on a site plan by site plan basis for each development adjacent to Relocated Hornbaker Road as follows: (i) one-half section of the roadway where Relocated Hornbaker Road is adjacent to the Applicant's Property and/or (ii) a full section where Relocated Hornbaker Road is entirely within Applicant's Property. The roadway design shall be determined by the Applicant's TIA. Left and right-turn lanes shall be constructed as required by VDOT and the County Department of Transportation. The existing right-of-way of Hornbaker will be abandoned and the owners adjacent to the existing right-of-way shall receive ownership in accordance with applicable law to the centerline of the existing right-of-way.
 1. Internal Construction of Roadways - The Applicant shall be responsible for the construction of all circulation roads that are internal to the Applicant's Property.
 2. Signalization - Applicant shall be responsible for its pro-rata share, at the time of development of Applicant's Property, based on vehicle generation by use and by using the best matched use set forth in the ITE Manual as determined by the Prince William County Department of Transportation, for the development shown on the Density Table, of the cost of design and construction of the signal system at the intersection of Hornbaker Road and Proposed Road serving Land Bays 5 and 6.
 3. The signal system(s) set forth above shall be installed at the time a signal is warranted or, if an escrow is created, the pro-rata share shall be escrowed, in the form of a letter of credit acceptable to the County, or cash or equivalent (from a financial institution acceptable to the County), at the time of final site plan approval. The Applicant's pro-rata share of the costs of constructing the signal systems referred to in #2 above shall be equal to its proportionate share of the total vehicle trips on the roads, including future trips, included in TIA, generated by Innovation and adjacent properties, and including Prince William County's land. Such costs shall be determined by the actual construction costs of the signal system, if already constructed, or by the County's most current unit price list if not already constructed and shall be paid or escrowed, as the case may be, at the time of final approval of the site plan including the intersection warranting the signal.

ENVIRONMENT

5. Tree Survey - A tree survey shall be undertaken to identify all trees 10 inch caliper d.b.h. within the boundaries of any parcel. The tree survey will be used to assist in the location and layout of site features such as buildings, roadways and parking lots. A tree protection plan shall be provided with the site plan submission identifying locations of trees to be saved and methods and procedures for protection during construction. The tree survey and protection plan will be prepared in cooperation with the Prince William County Department of Public Works.²
6. Stormwater Management - Stormwater management has been provided in connection with Plan #01-00350 (Sowder Property – Regional Stormwater Management and BMP Plan).
7. Spill Contingency - If any tenant, operator or owner handles or produces hazardous chemical wastes or petroleum products, the individual site owners and their operators shall be responsible for notifying the Fire Marshall's office in a timely manner in the event of a spill of any such hazardous chemical waste or petroleum products on the Project. The Applicant, tenant and/or operator shall assume full responsibility for all public expenses incurred in the clean-up of such products spilled, even if an on-site spill requires off-site cleanup. The owner, tenant and/or operators of the individual units within each site shall be solely responsible for any product spills from their respective sites. In addition, in the event of an on-site spill, the owner, tenant and/or operator causing such spill shall have the obligation to pay the sum of \$1,800.00 to the County Health Department to assist the department in defraying any required costs of well sampling. Each such owner, tenant and/or operator shall be advised by the owner of that entity's obligation to report the use and/or presence of any hazardous chemical waste or petroleum product to the appropriate state and county health departments. The Health Department shall have the right to enter the Property at reasonable times to perform water monitoring and testing pursuant to this proffer. If any tenant, operator or owner handles or produces hazardous chemical wastes or petroleum products, the individual site owners and their operators shall provide a copy of a contingency plan acceptable to the Department of Fire and Rescue will be provided to the Business Association prior to and as a condition of occupancy.
8. Threatened, Rare and Endangered Species - The known locations of threatened, rare, and endangered species (plant and animal), as identified on the Prince William Sector Plan Threatened, Rare and Endangered Species study, will be identified relative to areas of disturbance at the time of site plan submission. All applicants will avoid clearing areas where said species exist or will provide acceptable techniques to relocate and/or otherwise mitigate the impacts of disturbance.
9. Monetary Contribution - The Applicant shall contribute to the Board of County Supervisors the sum of \$75.00 per acre for the County to conduct water quality monitoring, stream restoration projects, and/or drainage improvements. Said contribution shall be paid prior to and as a condition of the approval of each site plan.

² The proffer has been satisfied with SPR2019-00209

10. Limits of Construction - The Applicant shall limit construction to within those areas depicted on the MZP as "Limits of Construction" (hereinafter, the "LOC"), subject to minor revisions in accordance with final engineering considerations at the time of site plan review and approval. No clearing or improvements shall be made outside of the LOC, with the exception of: (a) the installation of a trail, in the approximate location labeled as "Denotes Trail Easement" (Proffer #14), as depicted on the MZP; (b) the removal of noxious vegetation, such as poison ivy, poison oak, etc., as well as dead, dying or hazardous trees; and (c) utility connections. Compliance shall be demonstrated on final site plan.

WATER AND SANITARY SEWER

11. Connection to Public Sewer and Water – Public water and sewer shall be made available to the Property.
12. Responsibility for Construction of Water and Sewer Lines to Provide Service to the Project - Each Owner shall be responsible for the design and construction of all on-site and off-site water and sanitary sewer lines necessary to provide service to its property in accordance with applicable Service Authority, County and state requirements. All lines shall be sized to serve the drainage shed in which they are located in accordance with the requirements of the Properties, but this proffered condition does not obligate the Applicant to construct any sewer or water lines with capacities greater than those required to serve its property, unless a mutually acceptable "Oversizing Reimbursement" Agreement is reached with the Service Authority.

PARKS, TRAILS AND OPEN SPACE

13. Pedestrian Trail - The Applicant shall construct a pedestrian trail along the southern property line, in the general location depicted on the MZP as "Proposed Pedestrian Trail (by Applicant)" (hereinafter, the "Pedestrian Trail"). The Pedestrian Trail shall be open for use by the general public. The final specifications of said Pedestrian Trail shall be coordinated with the Prince William County Department of Parks, Recreation and Tourism (hereinafter, DPRT), provided that the Pedestrian Trail is a paved, asphalt and/or natural surface trail, a maximum of ten feet (10') in width and located within sixty feet (60') of the southern property line. The final location and design of the Pedestrian Trail shall be subject to changes mutually agreeable to the County and Applicant and shall be shown on the first final site plan for the Property.
 - a. The Applicant shall install wayfinding signs (a maximum of three (3), at a cost of no more than \$1,000 each) and trail amenities to include benches (a maximum of three (3), at a cost of no more than \$1,500 each) and one (1) trail head kiosk (at a cost of no more than \$1,500) along the Pedestrian Trail. The final location and design of the wayfinding signs and trail amenities shall be coordinated with DPRT and shall be shown on the first final site for the Property.

- b. The Applicant shall provide an easement to the County for the Pedestrian Trail, wayfinding signs and trail amenities. The County shall maintain the Pedestrian Trail, wayfinding signs and trail amenities.
- 14. Trail Easement - The Applicant shall grant an easement to the County for a future pedestrian trail (by others) in the general location depicted on the MZP as “Denotes Trail Easement” (hereinafter, the "Trail Easement"). The County shall maintain the trail and any associated improvements it installs within the Trail Easement. The final location of the Trail Easement shall be subject to changes mutually agreeable to the County and Applicant and shall be shown on the first final site plan for the Property.
- 15. Coordination - The Applicant shall meet with representatives of the DPRT, County Transportation and Police prior to site plan approval, as needed, in designing pedestrian access to adjoining and nearby properties, and pursuant to the above to determine which trails, if any, should be provided with lighting. The Applicant shall be responsible for all on-site pedestrian walkways and/or sidewalks, subject to approval of BA or ARB.

ARCHITECTURE

- 16. Design Guidelines - The Applicant shall comply with the Guidelines adopted by the Business Association pursuant to the Declaration, and shall further comply with all other provisions of the Declaration as to landscaping, lighting, architecture and signage in connection with the development of Applicant's property and the construction of any structures and/or improvements thereon.
- 17. Height - Pursuant to Zoning Ordinance Section 32-400.03.2, the maximum height of any data center on the Property may be ninety feet (90'). Roof structures, as described in Zoning Ordinance Section 32-400.03(3), mechanical equipment, parapet walls, screen walls and/or enclosures may exceed ninety feet (90').
- 18. Maximum Lot Coverage – The lot coverage shall not exceed eighty percent (80%). In the event the Property is developed with GPIN 7595-65-9741 (hereinafter, the “Hornbaker Property”), the required lot coverage shall not exceed seventy percent (70%) and will be satisfied on the Property and Hornbaker Property cumulatively.

FIRE AND RESCUE

- 19. Monetary Contribution -
 - a. If a building is constructed on that portion of the Property consisting of GPIN 7595-77-4711, the Applicant shall contribute to the Board of County Supervisors the sum of \$0.61 per square foot of gross building area for fire and rescue purposes. Said contribution shall be paid prior to and as a condition of the approval of each building permit on GPIN 7595-77-4711, excluding any structured parking facilities.

- b. For any building constructed on that portion of the Property described as GPIN 7595-76-7903, the Applicant shall contribute to the Board of County Supervisors the sum of \$0.61 per square foot of gross building floor area over 1,522,683 square feet for fire and rescue purposes. Said contribution shall be paid prior to and as a condition of the approval of each building permit on GPIN 7595-76-7903, excluding any structured parking facilities.

SUBSTATION

- 20. An electric substation of approximately ten (10) acres in size (hereinafter, the “Substation”) may be permitted on the Property or a portion of the Property to serve data center uses, as follows:
 - a. There shall only be one Substation located on the Property, or portion thereof, and GPIN 7595-65-9741.
 - b. The Substation may consist of approximately 300-475 kV transmission voltage switching station containing structures of varying heights.
 - c. The Substation shall be enclosed by a chain link security fence up to twelve feet (12’) in height.
 - d. A peripheral landscaped buffer shall not be required around the perimeter of the Substation; however, if the Substation is located immediately adjacent (i.e., within 50 feet) to the trail easement (Proffer #14) and/or limits of construction (Proffer #10), as depicted on the MZP, said peripheral landscaped buffer shall be provided between the Substation and trail or limits of construction.
 - e. The Substation shall not require a special use permit or a public facilities review pursuant to Virginia Code Section 15.2-2232(D) and Zoning Ordinance Section 32-201.12(a).
 - f. Adjustments to the foregoing standards in this proffer and/or location, number, size and height of the Substation may be proposed by the Applicant and allowed by the Planning Director without the need for an amendment to the proffers and/or MZP or approval of a public facilities review.
 - g. If requested by the owners of GPINs 7595-65-9741, 7595-55-1032 and 7595-54-7331 and if acceptable to the Applicant, the Applicant may grant a future utility easement to permit a utility connection to the Substation, subject to NOVEC approval. The location and width of such utility easement shall be coordinated with the Applicant to avoid any material adverse impact on the Applicant’s use of the Property.

WAIVERS AND MODIFICATIONS

21. Waivers and Modifications – pursuant to Section 32-404.05 and Section 32-506.09.1 of the Zoning Ordinance approval of the subject proffer amendment shall constitute a waiver/modification of the following:
- a. Waiver of the seventy-five feet (75') maximum height and 0.50 maximum FAR in the EL Subdistrict pursuant to Sections 32-506.03.2(g), 32-506.05.1(b) and (c).
 - b. Waiver of the maximum lot coverage pursuant to Section 32-506-05.1(a).
 - c. Waiver of the “internal relationships” (requirements for parking, landscaping, driveways and sidewalks/trails) pursuant to Section 32.506.07.1(a); (b); 2(a-c); and 3.
 - d. Modification of the perimeter buffers and associated plantings pursuant to Section 32-250.31 of the Zoning Ordinance and Sections 802.10, 802.11 and 802.12 of the Design and Construction Standards Manual to allow the buffers shown on the Buffers Plan.

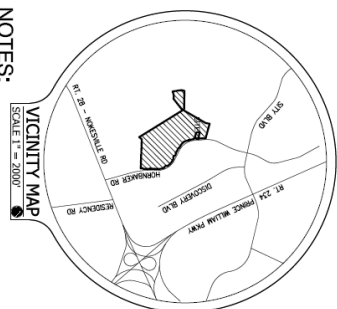
MISCELLANEOUS

22. Escalator - In the event the monetary contributions set forth in the Proffer Statement are paid to the Prince William County Board of County Supervisors ("Board") within eighteen (18) months of the approval of this proffer amendment (REZ2019-00028), as applied for by the Applicant, said contributions shall be in the amounts as stated herein. Any monetary contributions set forth in this Proffer Statement which are paid to the Board after eighteen (18) months following the approval of this proffer amendment shall be adjusted in accordance with the Urban Consumer Price Index ("CPI-U") published by the United States Department of Labor, such that at the time contributions are paid they shall be adjusted by the percentage change in the CPI-U from that date eighteen (18) months after the approval of this proffer amendment to the most recently available CPI-U to the date the contributions are paid, subject to a cap of 6 percent (6%) per year, noncompounded.

[SIGNATURES APPEAR ON FOLLOWING PAGES]



Q:\5045944\CAD\Civil\PLAN\General\ECA\Submit\ECA-47 Submit Sheet.dwg Feb 26, 2019 - 3:56pm










NOTES:

- NATIONAL HARBOR WATERFRONT LLC & THE HONOLULU CITY
- CPIW - 7987-701611
- INVESTMENT - 2018105002117
- TOTAL EBITDA - 1,038,740.
- DISTING. COMER. A-1
- WE HAVE STUDIES AND SOLUTIONS INC. HAS CONDUCTED A BIT VENT ON 2/15/2019 AND NO INVESTMENT WAS MADE AT THAT TIME. WE ARE CURRENTLY IN THE PROCESS OF REFINANCING AND WILL BE CLOSING WITHIN THE NEXT FEW MONTHS.
- 2019 10/29 11:00 AM OFFICIAL BIDDING FOR EUSA AWP # 213029386C.

VEGETATION INVENTORY

the use of a common test and the lack of quality of American scientific journals. The authors of the book are not aware of the fact that the common scientific papers include a list of references, and that the references are not only in English, but also in the languages of the countries of origin of the authors. The authors of the book are not aware of the fact that the references are not only in English, but also in the languages of the countries of origin of the authors. The authors of the book are not aware of the fact that the references are not only in English, but also in the languages of the countries of origin of the authors.

LEGEND:

- | | |
|---|------------------------------------|
|  | • SEA BUCKTHORN |
|  | • ADJACENT PROPERTY |
|  | • BOACRYL |
|  | • WORLD OF STEEP SLOPES 10% |
|  | • ON SKELETON |
|  | • YELLOW POLYMA AFTER OAK |
|  | • NORTHWEST 1000 |

IMPERVIOUS PERIODS ESTIMATES:	
EXISTING:	IMPERVIOUS PERVIOUS:
PROPOSED:	
0.07 A.C.	0.07 A.C.
0.07 A.C.	0.13 A.C.

ENVIRONMENTAL RESOURCE (ER) TABULATION:

- | ER | AREA |
|--|------------|
| FLOODPLAIN WETLANDS AND RESOURCE PROTECTION AREAS | 9 ACRES |
| AREAS WITH A 75 PERCENT OR GREATER SLOPE AREAS WITH 15
FOOT BUFFER ZONES IN CONJUNCTION WITH SOILS
WITH SEVERE LIMITATIONS | 0.19 ACRES |
| TOTAL: | 0.19 ACRES |

LEGEND:

-
- ER AREA

AVANTI INNOVATION

ENVIRONMENTAL CONSTRAINTS ANALYSIS

DATE: FEBRUARY 15, 2019
REV. DATE: MAY 20, 2019

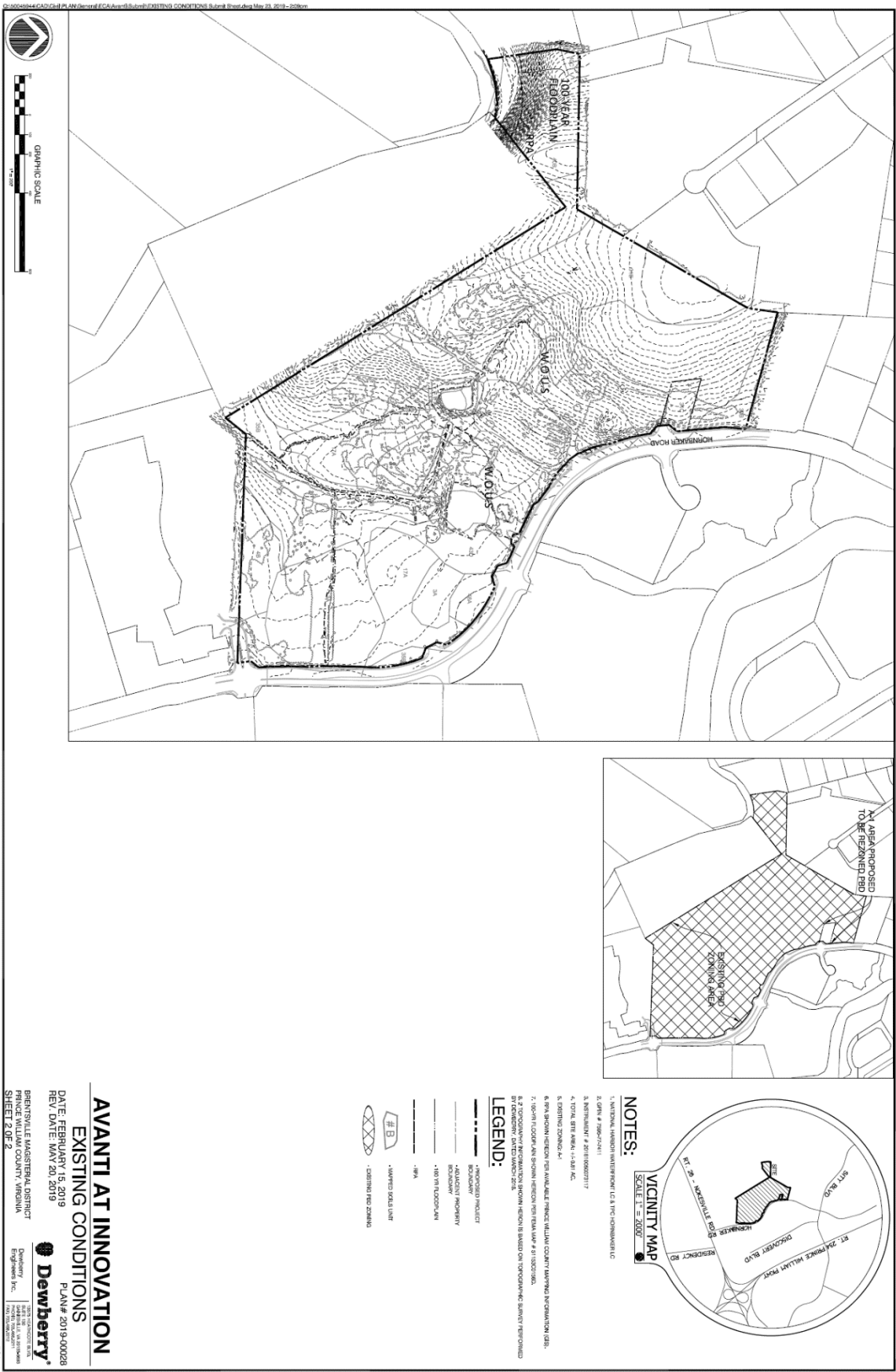
BRENTSTILLE MANUFACTURING DISTRICT
PRINCETON COUNTY, VIRGINIA

SHEET 1 OF 2

 Dewberry

1000 EAST KENNETH BLVD.
SUITE 100
PRINCETON, VA 22135
PH: 703.441.0000
WWW.DEBERRY.COM

Dewberry
Engineers, Inc.



HISTORICAL COMMISSION RESOLUTION

MOTION: CUNARD

**April 9, 2019
Regular Meeting
Res. No. 19-025**

SECOND: VAN DERLASKE

RE: LAND DEVELOPMENT RECOMMENDATIONS

ACTION: APPROVED

WHEREAS, the Prince William County Historical Commission seeks to identify, preserve and protect historic sites and structures in Prince William County; and

WHEREAS, the Prince William County Historical Commission's review of pending land development applications assists in determining the necessity for cultural resource surveys and other research and evaluations; and

WHEREAS, the Prince William County Historical Commission believes that the identification, preservation and protection of historic sites and structures throughout Prince William County is well served by this action;

NOW, THEREFORE, BE IT RESOLVED, that the Prince William County Historical Commission does hereby recommend to the Prince William County Planning Commission the action(s) noted for the following properties:

<u>Case Number</u>	<u>Name</u>	<u>Recommendation</u>
REZ2019-00025	Westview 66 Proffer Amendment	No Further Work
REZ2019-00021	Bethlehem Contractors Office Submission #2	No Further Work
REZ2019-00020	Prince William Marina - Parking Expansion – 2 nd Submission	Request Construction Monitoring and Letter Report
SUP2019-00033	Prince William Marina - Parking Lot Expansion – 2 nd Submission	Request Construction Monitoring and Letter Report
SUP2019-00001	Sheetz at Noble Pond Way – 3 rd Submission	No Further Work
SUP2019-00004	Casalight Nokesville Child Care School – 2 nd Submission	No Further Work

Historical Commission Resolution

April 9, 2019
Regular Meeting
Res. No. 19-025
Page 2

<u>Case Number</u>	<u>Name</u>	<u>Recommendation</u>
CPA2017-00007	North Woodbridge Small Area Plan	Support language as written. There may be additional comments presented to staff at a later date.
REZ2019-00027	Nawaz, LLC - Auto Trademark	No Further Work
SUP2019-00040	Nawaz, LLC - Auto Trademark	No Further Work
REZ2019-00028	Avanti at Innovation Proffer Amendment & Rezoning	No Further Work
REZ2019-00032	Hornbaker Road Proffer Amendment	No Further Work
REZ2019-00029	Leland Road Rezoning	No Further Work
SUP2019-00041	Gainesville Associates Data Center FAR	Table
SUP2019-00042	St. Paul Preschool Special Use Amendment	No Further Work
SUP2019-00043	Park Valley Church Expansion SUP Amendment	No Further Work

Votes:

Ayes: by acclamation

Nays: none

Absent from Vote: Vayer

Absent from Meeting: Moser

MOTION CARRIED

ATTEST: 
Secretary to the Commission